API Well Number: 43047527370000

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3
AMENDED REPORT ☑

APPLICATION FOR PERMIT TO DRILL

1. WELL NAME and NUMBER THREE RIVERS 32-35-720	
2. TYPE OF WORK DRILL NEW WELL ● REENTER P&A WELL ○ DEEPEN WELL ○	**3. FIELD OR WILDCAT** WILDCAT
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO	**5. UNIT or COMMUNITIZATION AGREEMENT NAME**
6. NAME OF OPERATOR AXIA ENERGY LLC	**7. OPERATOR PHONE** 720 746-5200
8. ADDRESS OF OPERATOR 1430 Larimer Ste 400, Denver, CO, 80202	**9. OPERATOR E-MAIL** rsatre@axiaenergy.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) FEE **11. MINERAL OWNERSHIP** FEDERAL ○ INDIAN ○ STATE ○ FEE ●	**12. SURFACE OWNERSHIP** FEDERAL ○ INDIAN ○ STATE ○ FEE ●
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Kay Anderson	**14. SURFACE OWNER PHONE (if box 12 = 'fee')** 801-224-2907
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 683 W. 925 S., Orem, UT 84058	**16. SURFACE OWNER E-MAIL (if box 12 = 'fee')**
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN') **18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS** YES ○ (Submit Commingling Application) NO ●	**19. SLANT** VERTICAL ○ DIRECTIONAL ● HORIZONTAL ○

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	535 FSL 2180 FWL	SESW	32	7.0 S	20.0 E	S
Top of Uppermost Producing Zone	460 FSL 2180 FWL	SESW	32	7.0 S	20.0 E	S
At Total Depth	460 FSL 2180 FWL	SESW	32	7.0 S	20.0 E	S

21. COUNTY UINTAH	**22. DISTANCE TO NEAREST LEASE LINE (Feet)** 460	**23. NUMBER OF ACRES IN DRILLING UNIT** 40
	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 1200	**26. PROPOSED DEPTH** MD: 9006 TVD: 9004
27. ELEVATION - GROUND LEVEL 4790	**28. BOND NUMBER** LPM9046682	**29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE** 49-2262 - RNI at Green River

Hole, Casing, and Cement Information

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
SURF	11	8.625	0 - 1100	32.0	J-55 LT&C	8.7	Premium Lite High Strength	110	2.97	11.5
							Class G	115	1.16	15.8
PROD	7.875	5.5	0 - 9006	17.0	N-80 LT&C	9.2	Premium Lite High Strength	570	2.31	12.0

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

☑ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	☑ COMPLETE DRILLING PLAN
☑ AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	☐ FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
☑ DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	☑ TOPOGRAPHICAL MAP

NAME Don Hamilton	**TITLE** Permitting Agent (Buys & Associates, Inc)	**PHONE** 435 719-2018
SIGNATURE	**DATE** 05/23/2012	**EMAIL** starpoint@etv.net
API NUMBER ASSIGNED 43047527370000	**APPROVAL** Permit Manager	

RECEIVED: August 27, 2012

DRILLING PLAN

Axia Energy, LLC
Three Rivers Project
Three Rivers #32-35-720
SESW Sec 32 T7S R20E
Uintah County, Utah

1. ESTIMATED FORMATION TOPS

FORMATION		TOP (TVD)	COMMENTS
Uinta		Surface	Gas & Degraded Oil; Possible Brackish H_2O
Green River		3,088'	Oil & Associated Gas
Lower Green River*		5,095'	Oil & Associated Gas
Wasatch*		7,004'	Oil & Associated Gas
TD	9,006' (MD)	9,004' (TVD)	

NOTE: Datum, Ground Level (GL) Elevation: 4,790'; Asterisks (*) denotes target pay intervals

A) The State of Utah, Division of Oil, Gas and Mining will be notified within 24 hours of spudding the well.

2. CASING PROGRAM

CASING	HOLE SIZE	DEPTH SET (MD)	CSG SIZE	WGHT	GRD	THRD	CAPACITY (bbl/ft)
CONDUCTOR		50-75	13 3/8				
SURFACE	11	1100 ±	8 ⅝	32.0	J-55	LTC	0.0609
PRODUCTION	7 ⅞	9,006'	5 ½	17.0	N-80	LTC	0.0232

NOTE: All casing depth intervals are to surface unless otherwise noted.

Casing Specs

SIZE (in)	ID (in)	DRIFT DIA (in)	COLLAPSE RESISTANCE (psi)	INTERNAL YIELD (psi)	TENSILE YIELD (lbs)	JOINT STRENGTH (lbs)
8 ⅝	7.921	7.796	2,530	3,930	503,000	417,000
5 ½	4.892	4.767	6,280	7,740	397,000	348,000

*The State of Utah will be notified 24 hours prior to running casing, cementing, and BOPE testing

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FLOAT EQUIPMENT

SURFACE (8 5/8): Float Shoe, 1 JNT Casing, Float Collar

Centralizers: 1st 4 Joints: every joint
Remainder: every third joint

PRODUCTION (5 ½): Float Shoe, 1 JNT Casing, Float Collar

Centralizers: 1st 4 Joints: every joint
Remainder: every third joint 500' into surface casing

NOTE: 5 ½" 17# N-80 or equivalent marker collar or casing joints will be placed at the top of the Green River and approximately 400' above the Wasatch.

3. CEMENT PROGRAM

CONDUCTOR (13 3/8): Ready Mix – Cement to surface

SURFACE (8 5/8): Cement Top: Surface

Lead: 110 sks, Premium Lightweight Cmt w/ additives, 11.50 ppg, 2.97 cf/sk, 50% excess

Tail: 115 sks Class G Cement w/ additives, 15.80 ppg, 1.16 cf/sk, 50% excess

NOTE: The above volumes are based on a gauge-hole + 50% excess.

PRODUCTION (5 ½): Cement Top – 2,700'

570 sacks – Light Premium Cement w/ additives – 12.0 ppg, 2.31 ft3/sk – 20% excess

NOTE: The above volumes are based on gauge hole + 20% excess. Adjustments will be made and volumes will be caliper + 10%.

NOTE: The above volumes are based on a gauged-hole. Adjustments will be made based on caliper.

A) For Surface casing, if cement falls or does not circulate to surface, cement will be topped off.

B) Cement will not be placed down annulus with a 1" pipe unless BLM is contacted.

C) The State of Utah will be notified 24 hours prior to running casing and cementing.

4. PRESSURE CONTROL EQUIPMENT

A) The State of Utah, Division of Oil, Gas and Mining will be notified 24 hours prior to all BOPE pressure tests.

B) The BOPE shall be closed whenever the well is unattended.

a) All BOPE connections subjected to well pressure will be flanged, welded, or clamped.

b) Choke Manifold:

RECEIVED: May 23, 2012

i) Tee blocks or targeted 'T's will be used and anchored to prevent slip and reduce vibration.

ii) Two adjustable chokes will be used in the choke manifold.

iii) All valves (except chokes) in kill line choke manifold and choke line will not restrict the flow.

iv) Pressure gauges in the well control system will be designed for drilling fluid.

C) BOPE Testing:

a) BOPE shall be pressure tested when initially installed, whenever any seal subject to pressure testing is broken, or after repairs.

b) All BOP tests will be performed with a test plug in place.

c) BOP will be tested to full stack working pressure and annular preventer to 50% stack working pressure.

INTERVAL	BOP EQUIPMENT
0 – 1100 ±	11" Diverter with Rotating Head
1100 ± – TD	3,000# Ram Double BOP & Annular with Diverter & Rotating Head

NOTE: Drilling spool to accommodate choke and kill lines.

5. MUD PROGRAM

A) Mud test will be performed at least every 24 hours and after mudding up to determine density, viscosity, gel strength, filtration, and pH.

B) Gas-detecting equipment will be installed and operated in the mud-return system from top of Green River Formation to TD.

a) Flare line discharge will be located no less than 100 feet from the wellhead using straight or targeted 'T's and anchors.

INTERVAL	MUD WGHT	VISC	FLUID LOSS	COMMENTS
SURF – 1100 ±	8.4 – 8.7 ppg	32	NC	Spud Mud
1100 ± – TD	8.6 – 9.2 ppg	40	NC	DAP/Gel

NOTE: Mud weight increases will be directed by hole conditions.

6. ABNORMAL CONDITIONS

A) No abnormal pressures or temperatures are anticipated.

a) Estimated bottom hole pressure at TD will be approximately 3,899 psi (normal pressure gradient: 0.433 psi/ft).

b) Estimated maximum surface pressure will be approximately 1,981 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).

B) No hydrogen sulfide is anticipated.

INTERVAL	CONDITION
SURF – 1100 ±	Lost Circulation Possible
1100 ± – TD	Lost Circulation Possible

7. AUXILIARY EQUIPMENT

A) Choke Manifold

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B) Upper and lower kelly cock with handle available

C) Stabbing valve

D) Safety valve and subs to fit all string connections in use

8. SURVEY & LOGGING PROGRAMS

A) Cores: None anticipated.

B) Testing: None anticipated.

C) Directional Drilling: Directional tools will be used to locate the bottom hole per the attached directional plan +/-.

D) Open Hole Logs: TD to surface casing: resistivity, neutron density, gamma ray and caliper.

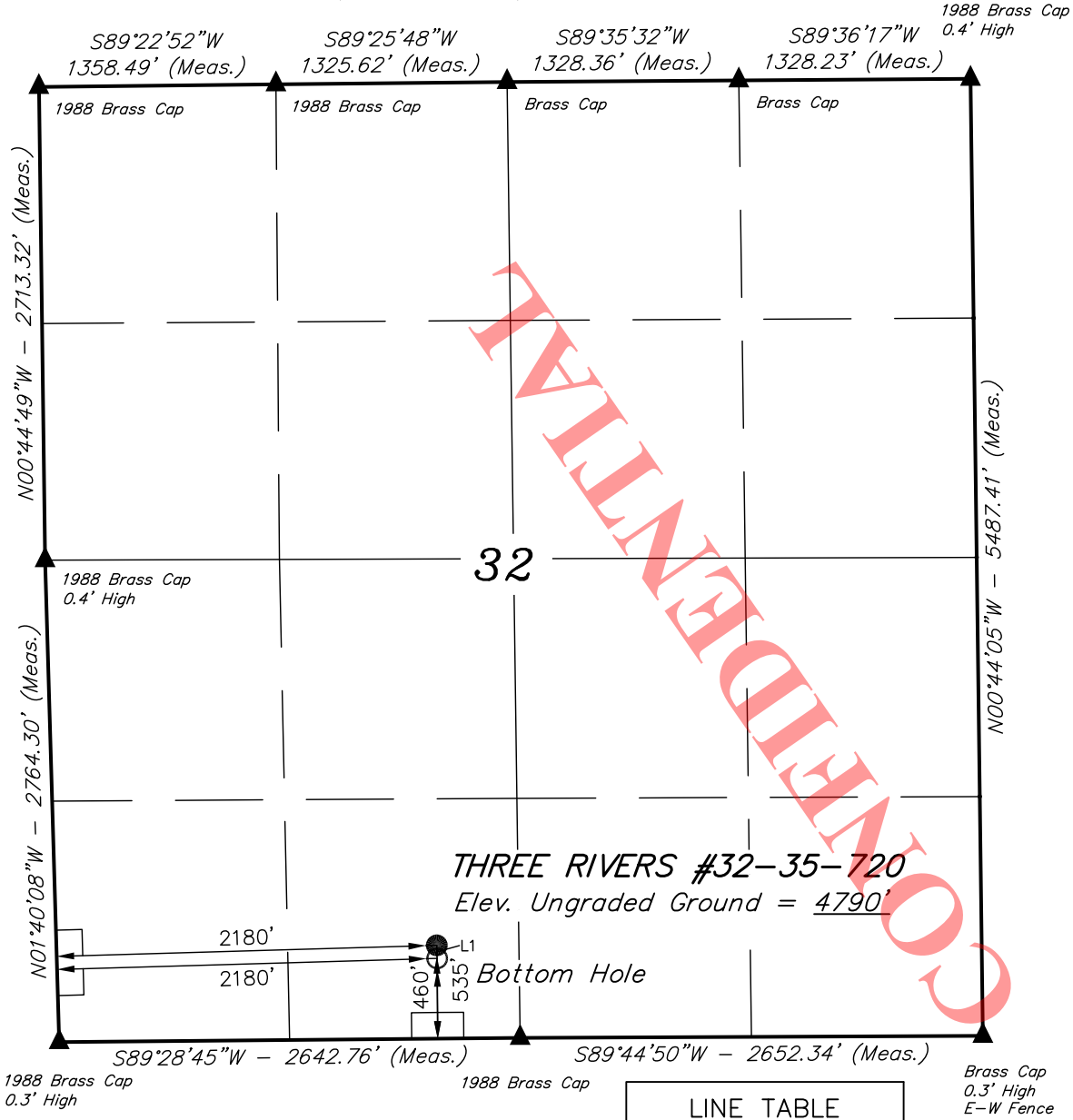
E) Mud Logs: Computerized 2-person logging unit will catch and describe 10 foot samples from top of Green River Formation to TD; record and monitor gas shows and record drill times (normal mud logging duties).

9. HAZARDOUS MATERIALS

In accordance with Superfund Amendments and Reauthorization Act of 1986 (SARA) Title III, no chemicals subject to reporting in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling of this well.

RECEIVED: May 23, 2012

T7S, R20E, S.L.B.&M.



LINE TABLE		
LINE	DIRECTION	LENGTH
L1	S01°40'26"E	75.05'

LEGEND:

- = 90° SYMBOL
- = PROPOSED WELL HEAD.
- = SECTION CORNERS LOCATED.

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°09'35.96" (40.159989)	LATITUDE = 40°09'36.70" (40.160194)
LONGITUDE = 109°41'39.79" (109.694386)	LONGITUDE = 109°41'39.82" (109.694394)
NAD 27 (TARGET BOTTOM HOLE)	**NAD 27 (SURFACE LOCATION)**
LATITUDE = 40°09'36.09" (40.160025)	LATITUDE = 40°09'36.83" (40.160231)
LONGITUDE = 109°41'37.29" (109.693692)	LONGITUDE = 109°41'37.32" (109.693700)

AXIA ENERGY

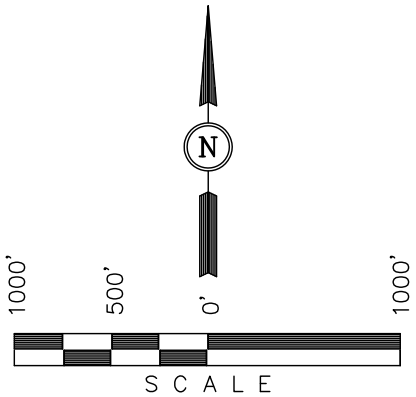
Well location, THREE RIVERS #32-35-720, located as shown in the SE 1/4 SW 1/4 of Section 32, T7S, R20E, S.L.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

STATE OF UTAH — REGISTERED LAND SURVEYOR — NO. 161319 — ROBERT L. KAY — 05-03-12

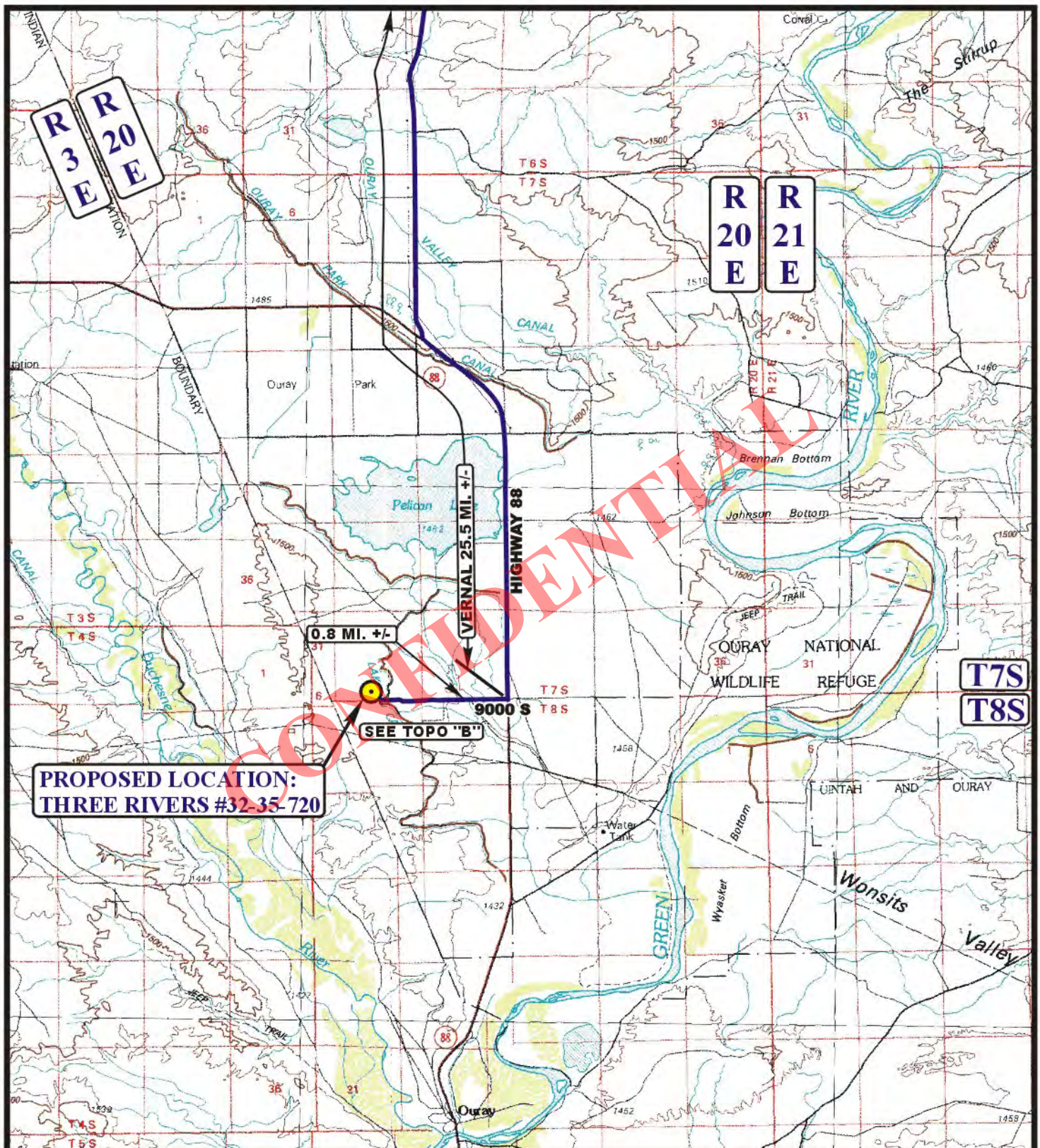
UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE	DATE SURVEYED:	DATE DRAWN:
1" = 1000'	02-03-12	04-20-12
PARTY: C.R. S.R. R.L.L.	REFERENCES: G.L.O. PLAT	
WEATHER: COOL	FILE: AXIA ENERGY	

API Well Number: 43047527370000

RECEIVED: May 23, 2012

API Well Number: 43047527370000



LEGEND:

PROPOSED LOCATION

N

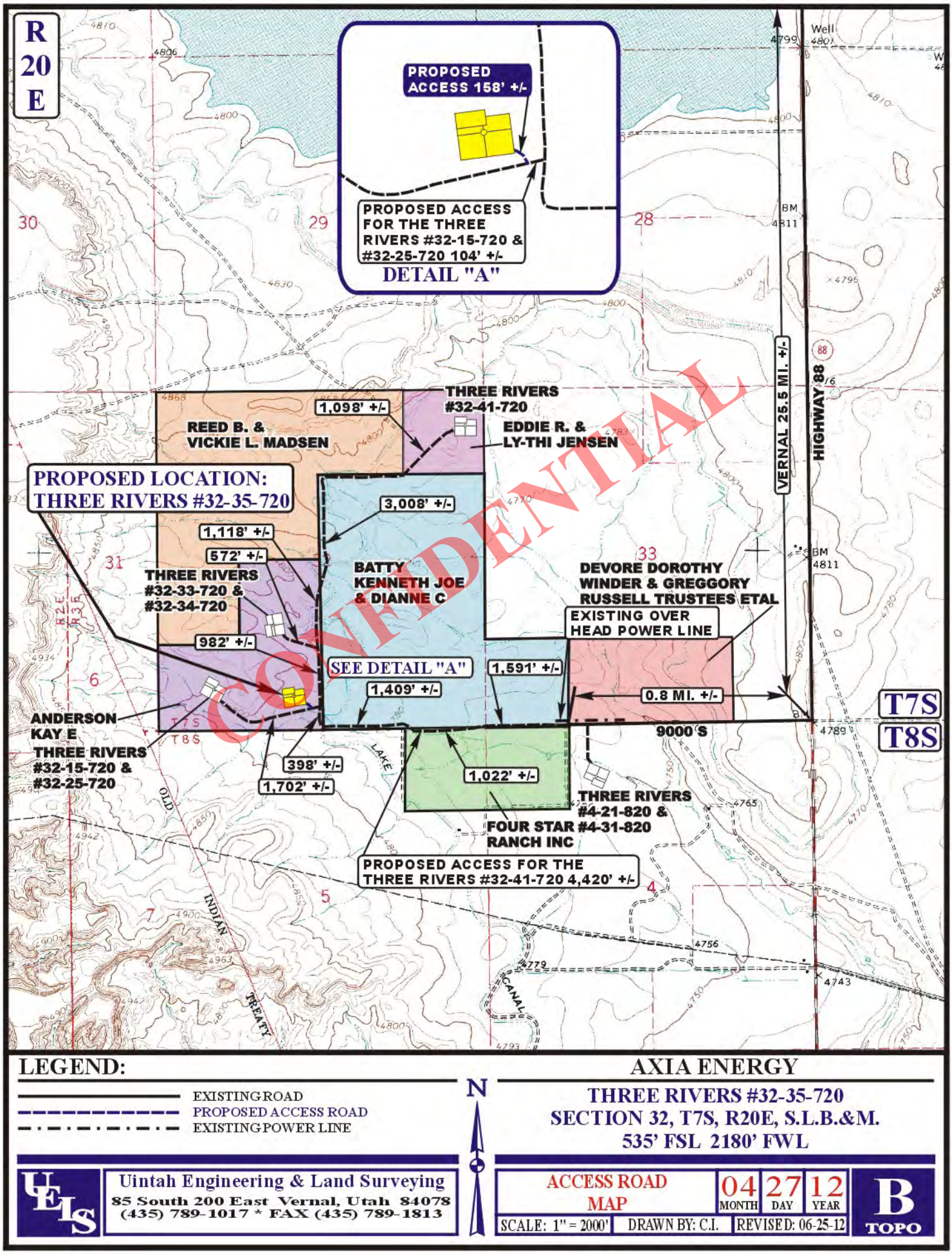
AXIA ENERGY

THREE RIVERS #32-35-720
SECTION 32, T7S, R20E, S.L.B.&M.
535' FSL 2180' FWL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD MAP	04 MONTH	27 DAY	12 YEAR	A TOPO
SCALE: 1:100,000	DRAWN BY: C.I.	REVISED: 06-25-12		

API Well Number: 43047527370000



LEGEND:

EXISTING ROAD

PROPOSED ACCESS ROAD

EXISTING POWER LINE

N

AXIA ENERGY

THREE RIVERS #32-35-720
SECTION 32, T7S, R20E, S.L.B.&M.
535' FSL 2180' FWL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

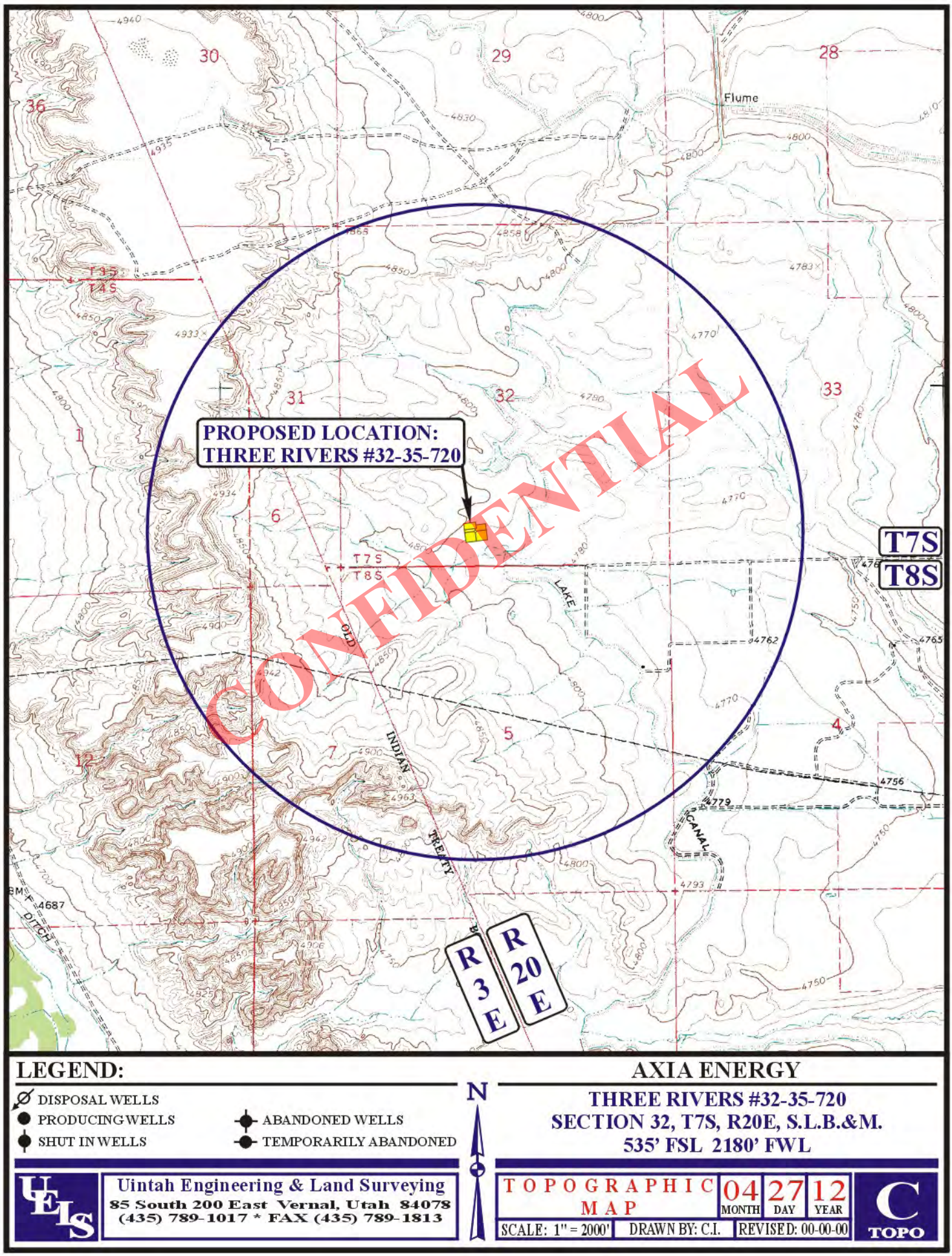
ACCESS ROAD MAP

04 MONTH | 27 DAY | 12 YEAR

SCALE: 1" = 2000' | DRAWN BY: C.I. | REVISED: 06-25-12

B TOPO

API Well Number: 43047527370000



LEGEND:

- DISPOSAL WELLS
- PRODUCING WELLS
- SHUT IN WELLS
- ABANDONED WELLS
- TEMPORARILY ABANDONED

N

AXIA ENERGY

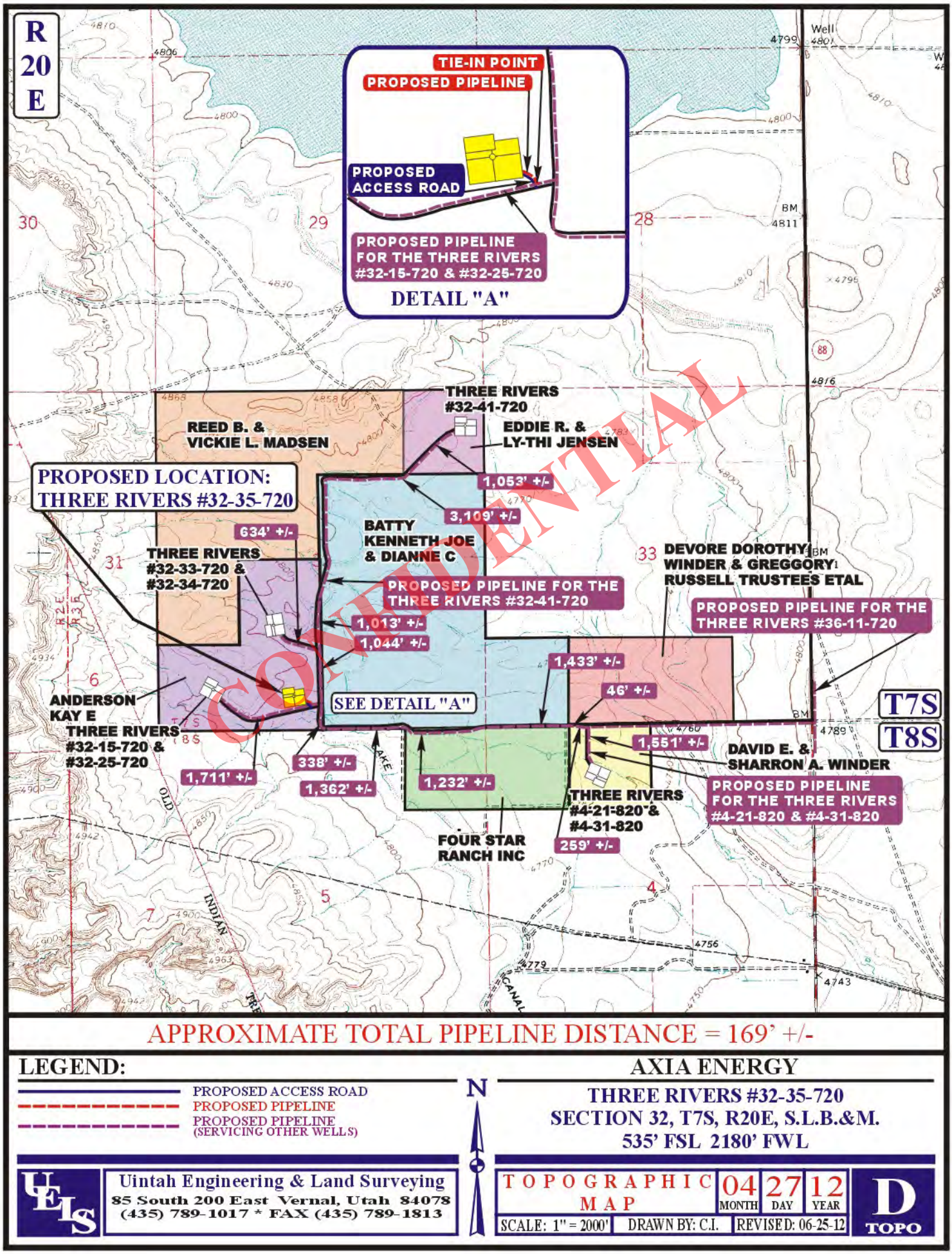
THREE RIVERS #32-35-720
SECTION 32, T7S, R20E, S.L.B.&M.
535' FSL 2180' FWL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP | 04 MONTH | 27 DAY | 12 YEAR | C TOPO

SCALE: 1" = 2000' | DRAWN BY: C.I. | REVISED: 00-00-00

API Well Number: 43047527370000



APPROXIMATE TOTAL PIPELINE DISTANCE = 169' +/-

LEGEND:

PROPOSED ACCESS ROAD
PROPOSED PIPELINE
PROPOSED PIPELINE (SERVICING OTHER WELLS)

N

AXIA ENERGY

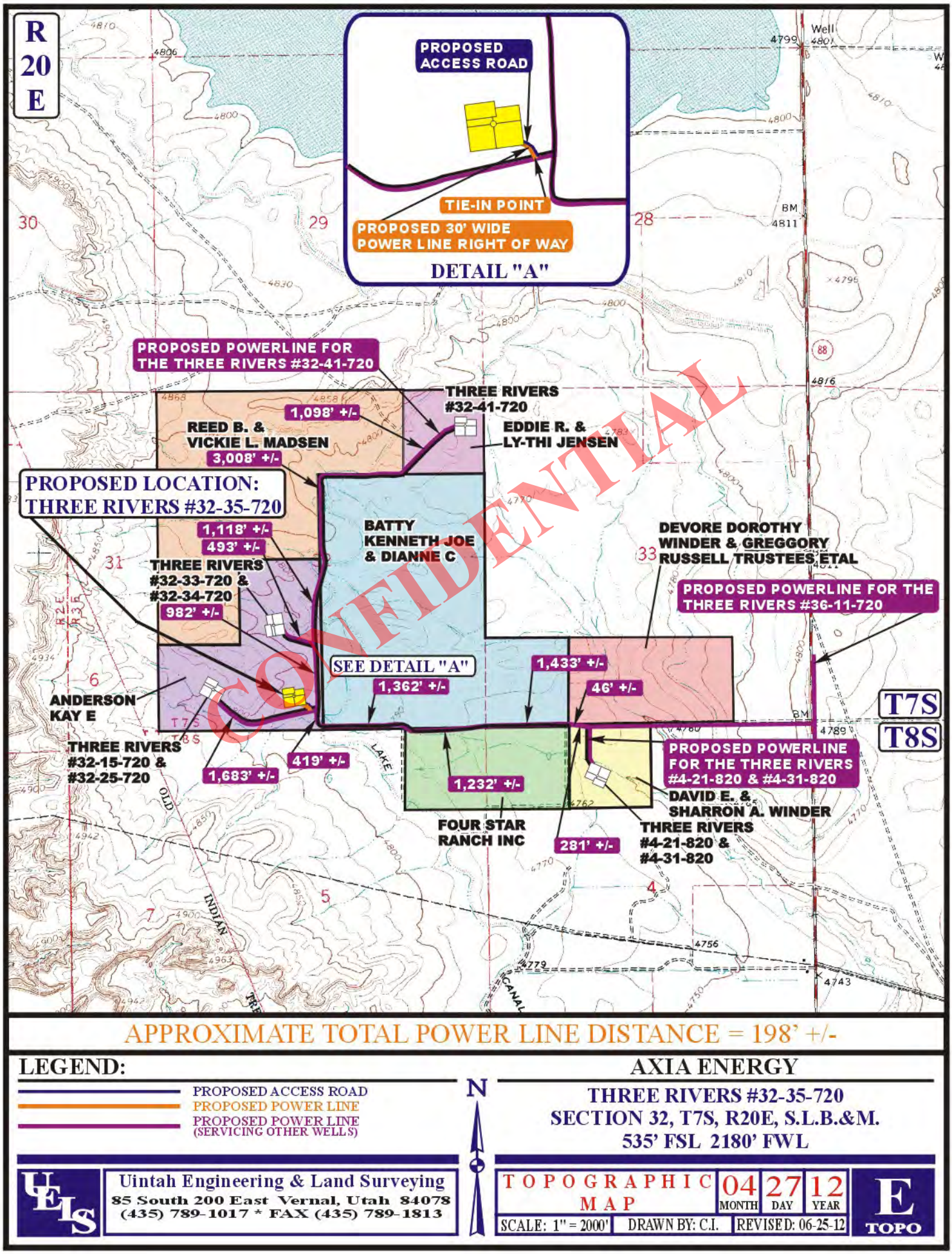
THREE RIVERS #32-35-720
SECTION 32, T7S, R20E, S.L.B.&M.
535' FSL 2180' FWL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP | 04 MONTH | 27 DAY | 12 YEAR | D TOPO

SCALE: 1" = 2000' | DRAWN BY: C.I. | REVISED: 06-25-12

API Well Number: 43047527370000



APPROXIMATE TOTAL POWER LINE DISTANCE = 198' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- PROPOSED POWER LINE
- PROPOSED POWER LINE (SERVICING OTHER WELLS)

N

AXIA ENERGY

THREE RIVERS #32-35-720
SECTION 32, T7S, R20E, S.L.B.&M.
535' FSL 2180' FWL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP | 04 MONTH | 27 DAY | 12 YEAR

SCALE: 1" = 2000' | DRAWN BY: C.I. | REVISED: 06-25-12

E TOPO

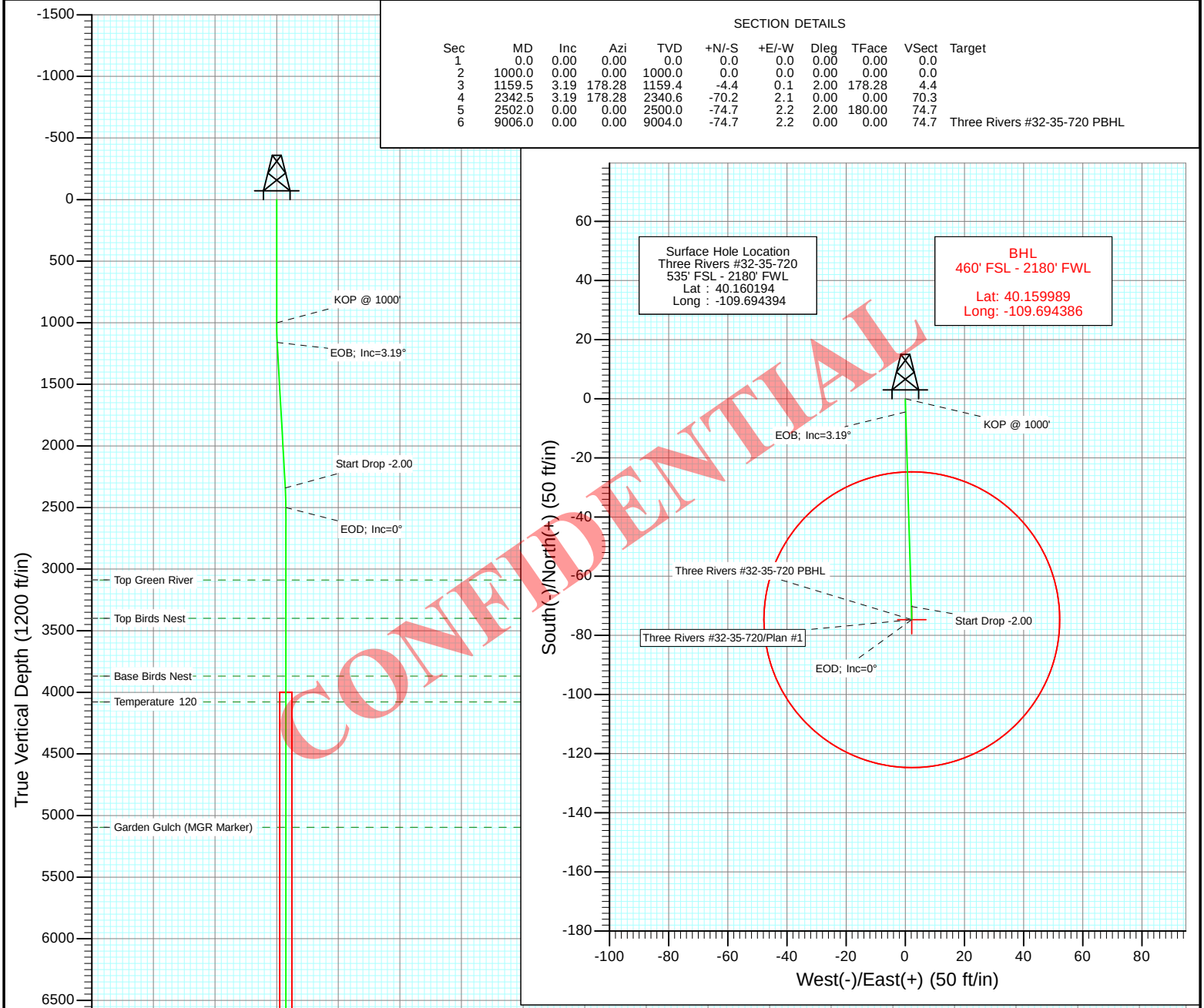
Axia Energy

Project: Uintah County, UT
Site: SEC 32-T7S-R20E
Well: Three Rivers #32-35-720
Wellbore: DD
Design: Plan #1

CATHEDRAL

SECTION DETAILS

Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	VSect	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	1000.0	0.00	0.00	1000.0	0.0	0.0	0.00	0.00	0.0	
3	1159.5	3.19	178.28	1159.4	-4.4	0.1	2.00	178.28	4.4	
4	2342.5	3.19	178.28	2340.6	-70.2	2.1	0.00	0.00	70.3	
5	2502.0	0.00	0.00	2500.0	-74.7	2.2	2.00	180.00	74.7	
6	9006.0	0.00	0.00	9004.0	-74.7	2.2	0.00	0.00	74.7	Three Rivers #32-35-720 PBHL



T M
Azimuths to True North
Magnetic North: 11.06°

Magnetic Field
Strength: 52299.3snT
Dip Angle: 65.94°
Date: 5/15/2012
Model: IGRF2010

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
3088.0	3090.0	Top Green River
3399.0	3401.0	Top Birds Nest
3868.0	3870.0	Base Birds Nest
4078.0	4080.0	Temperature 120
5095.0	5097.0	Garden Gulch (MGR Marker)
6854.0	6856.0	Top Uteland Butte (LGR Marker)
7004.0	7006.0	Top Wasatch (Base Uteland)

Plan #1
Three Rivers #32-35-720
12xxx; LR
KB=16' @ 4807.0ft (Original Well Elev)
GL @ 4791.0
North American Datum 1983
Well Three Rivers #32-35-720, True North

Type	Target	Azimuth	Origin Type	N/S	E/W	From TVD
Target	Three Rivers #32-35-720 PBHL	178.28	Slot	0.0	0.0	0.0

	TVD	+N/-S	+E/-W	Latitude	Longitude
Three Rivers #32-35-720 PBHL	9004.0	-74.7	2.2	40.159989	-109.694386

RECEIVED: May 23, 2012

Planning Report

Database:	USA EDM 5000 Multi Users DB	**Local Co-ordinate Reference:**	Well Three Rivers #32-35-720
Company:	Axia Energy	**TVD Reference:**	KB=16' @ 4807.0ft (Original Well Elev)
Project:	Uintah County, UT	**MD Reference:**	KB=16' @ 4807.0ft (Original Well Elev)
Site:	SEC 32-T7S-R20E	**North Reference:**	True
Well:	Three Rivers #32-35-720	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Project Uintah County, UT

Map System:	US State Plane 1983	**System Datum:**	Mean Sea Level
Geo Datum:	North American Datum 1983		
Map Zone:	Utah Northern Zone		

Site SEC 32-T7S-R20E

Site Position:		**Northing:**	3,224,156.48 ft	**Latitude:**	40.163383
From:	Lat/Long	**Easting:**	2,144,775.24 ft	**Longitude:**	-109.695589
Position Uncertainty:	0.0 ft	**Slot Radius:**	13.200 in	**Grid Convergence:**	1.19 °

Well Three Rivers #32-35-720

Well Position	**+N/-S**	0.0 ft	**Northing:**	3,223,001.76 ft	**Latitude:**	40.160194
	+E/-W	0.0 ft	**Easting:**	2,145,133.35 ft	**Longitude:**	-109.694394
Position Uncertainty		0.0 ft	**Wellhead Elevation:**	ft	**Ground Level:**	4,791.0 ft

Wellbore DD

Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	5/15/2012	11.06	65.94	52,299

Design Plan #1

Audit Notes:

Version:		**Phase:**	PLAN	**Tie On Depth:**	0.0

Vertical Section:	Depth From (TVD) (ft)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.0	0.0	0.0	178.28

Plan Sections

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,159.5	3.19	178.28	1,159.4	-4.4	0.1	2.00	2.00	0.00	178.28	
2,342.5	3.19	178.28	2,340.6	-70.2	2.1	0.00	0.00	0.00	0.00	
2,502.0	0.00	0.00	2,500.0	-74.7	2.2	2.00	-2.00	0.00	180.00	
9,006.0	0.00	0.00	9,004.0	-74.7	2.2	0.00	0.00	0.00	0.00	Three Rivers #32-35-

Planning Report

Database:	USA EDM 5000 Multi Users DB	**Local Co-ordinate Reference:**	Well Three Rivers #32-35-720
Company:	Axia Energy	**TVD Reference:**	KB=16' @ 4807.0ft (Original Well Elev)
Project:	Uintah County, UT	**MD Reference:**	KB=16' @ 4807.0ft (Original Well Elev)
Site:	SEC 32-T7S-R20E	**North Reference:**	True
Well:	Three Rivers #32-35-720	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Comments / Formations
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	KOP @ 1000'
1,100.0	2.00	178.28	1,100.0	-1.7	0.1	1.7	2.00	2.00	
1,159.5	3.19	178.28	1,159.4	-4.4	0.1	4.4	2.00	2.00	EOB; Inc=3.19°
1,200.0	3.19	178.28	1,199.9	-6.7	0.2	6.7	0.00	0.00	
1,300.0	3.19	178.28	1,299.7	-12.3	0.4	12.3	0.00	0.00	
1,400.0	3.19	178.28	1,399.5	-17.8	0.5	17.8	0.00	0.00	
1,500.0	3.19	178.28	1,499.4	-23.4	0.7	23.4	0.00	0.00	
1,600.0	3.19	178.28	1,599.2	-28.9	0.9	29.0	0.00	0.00	
1,700.0	3.19	178.28	1,699.1	-34.5	1.0	34.5	0.00	0.00	
1,800.0	3.19	178.28	1,798.9	-40.1	1.2	40.1	0.00	0.00	
1,900.0	3.19	178.28	1,898.8	-45.6	1.4	45.7	0.00	0.00	
2,000.0	3.19	178.28	1,998.6	-51.2	1.5	51.2	0.00	0.00	
2,100.0	3.19	178.28	2,098.5	-56.8	1.7	56.8	0.00	0.00	
2,200.0	3.19	178.28	2,198.3	-62.3	1.9	62.3	0.00	0.00	
2,300.0	3.19	178.28	2,298.1	-67.9	2.0	67.9	0.00	0.00	
2,342.5	3.19	178.28	2,340.6	-70.2	2.1	70.3	0.00	0.00	Start Drop -2.00
2,400.0	2.04	178.28	2,398.0	-72.9	2.2	72.9	2.00	-2.00	
2,500.0	0.04	178.28	2,498.0	-74.7	2.2	74.7	2.00	-2.00	
2,502.0	0.00	0.00	2,500.0	-74.7	2.2	74.7	2.00	-2.00	EOD; Inc=0°
2,600.0	0.00	0.00	2,598.0	-74.7	2.2	74.7	0.00	0.00	
2,700.0	0.00	0.00	2,698.0	-74.7	2.2	74.7	0.00	0.00	
2,800.0	0.00	0.00	2,798.0	-74.7	2.2	74.7	0.00	0.00	
2,900.0	0.00	0.00	2,898.0	-74.7	2.2	74.7	0.00	0.00	
3,000.0	0.00	0.00	2,998.0	-74.7	2.2	74.7	0.00	0.00	
3,090.0	0.00	0.00	3,088.0	-74.7	2.2	74.7	0.00	0.00	Top Green River
3,100.0	0.00	0.00	3,098.0	-74.7	2.2	74.7	0.00	0.00	
3,200.0	0.00	0.00	3,198.0	-74.7	2.2	74.7	0.00	0.00	
3,300.0	0.00	0.00	3,298.0	-74.7	2.2	74.7	0.00	0.00	
3,400.0	0.00	0.00	3,398.0	-74.7	2.2	74.7	0.00	0.00	
3,401.0	0.00	0.00	3,399.0	-74.7	2.2	74.7	0.00	0.00	Top Birds Nest
3,500.0	0.00	0.00	3,498.0	-74.7	2.2	74.7	0.00	0.00	
3,600.0	0.00	0.00	3,598.0	-74.7	2.2	74.7	0.00	0.00	
3,700.0	0.00	0.00	3,698.0	-74.7	2.2	74.7	0.00	0.00	
3,800.0	0.00	0.00	3,798.0	-74.7	2.2	74.7	0.00	0.00	
3,870.0	0.00	0.00	3,868.0	-74.7	2.2	74.7	0.00	0.00	Base Birds Nest
3,900.0	0.00	0.00	3,898.0	-74.7	2.2	74.7	0.00	0.00	
4,000.0	0.00	0.00	3,998.0	-74.7	2.2	74.7	0.00	0.00	
4,080.0	0.00	0.00	4,078.0	-74.7	2.2	74.7	0.00	0.00	Temperature 120
4,100.0	0.00	0.00	4,098.0	-74.7	2.2	74.7	0.00	0.00	
4,200.0	0.00	0.00	4,198.0	-74.7	2.2	74.7	0.00	0.00	
4,300.0	0.00	0.00	4,298.0	-74.7	2.2	74.7	0.00	0.00	
4,400.0	0.00	0.00	4,398.0	-74.7	2.2	74.7	0.00	0.00	

Planning Report

Database:	USA EDM 5000 Multi Users DB	**Local Co-ordinate Reference:**	Well Three Rivers #32-35-720
Company:	Axia Energy	**TVD Reference:**	KB=16' @ 4807.0ft (Original Well Elev)
Project:	Uintah County, UT	**MD Reference:**	KB=16' @ 4807.0ft (Original Well Elev)
Site:	SEC 32-T7S-R20E	**North Reference:**	True
Well:	Three Rivers #32-35-720	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Comments / Formations
4,500.0	0.00	0.00	4,498.0	-74.7	2.2	74.7	0.00	0.00	
4,600.0	0.00	0.00	4,598.0	-74.7	2.2	74.7	0.00	0.00	
4,700.0	0.00	0.00	4,698.0	-74.7	2.2	74.7	0.00	0.00	
4,800.0	0.00	0.00	4,798.0	-74.7	2.2	74.7	0.00	0.00	
4,900.0	0.00	0.00	4,898.0	-74.7	2.2	74.7	0.00	0.00	
5,000.0	0.00	0.00	4,998.0	-74.7	2.2	74.7	0.00	0.00	
5,097.0	0.00	0.00	5,095.0	-74.7	2.2	74.7	0.00	0.00	Garden Gulch (MGR Marker)
5,100.0	0.00	0.00	5,098.0	-74.7	2.2	74.7	0.00	0.00	
5,200.0	0.00	0.00	5,198.0	-74.7	2.2	74.7	0.00	0.00	
5,300.0	0.00	0.00	5,298.0	-74.7	2.2	74.7	0.00	0.00	
5,400.0	0.00	0.00	5,398.0	-74.7	2.2	74.7	0.00	0.00	
5,500.0	0.00	0.00	5,498.0	-74.7	2.2	74.7	0.00	0.00	
5,600.0	0.00	0.00	5,598.0	-74.7	2.2	74.7	0.00	0.00	
5,700.0	0.00	0.00	5,698.0	-74.7	2.2	74.7	0.00	0.00	
5,800.0	0.00	0.00	5,798.0	-74.7	2.2	74.7	0.00	0.00	
5,900.0	0.00	0.00	5,898.0	-74.7	2.2	74.7	0.00	0.00	
6,000.0	0.00	0.00	5,998.0	-74.7	2.2	74.7	0.00	0.00	
6,100.0	0.00	0.00	6,098.0	-74.7	2.2	74.7	0.00	0.00	
6,200.0	0.00	0.00	6,198.0	-74.7	2.2	74.7	0.00	0.00	
6,300.0	0.00	0.00	6,298.0	-74.7	2.2	74.7	0.00	0.00	
6,400.0	0.00	0.00	6,398.0	-74.7	2.2	74.7	0.00	0.00	
6,500.0	0.00	0.00	6,498.0	-74.7	2.2	74.7	0.00	0.00	
6,600.0	0.00	0.00	6,598.0	-74.7	2.2	74.7	0.00	0.00	
6,700.0	0.00	0.00	6,698.0	-74.7	2.2	74.7	0.00	0.00	
6,800.0	0.00	0.00	6,798.0	-74.7	2.2	74.7	0.00	0.00	
6,856.0	0.00	0.00	6,854.0	-74.7	2.2	74.7	0.00	0.00	Top Uteland Butte (LGR Marker)
6,900.0	0.00	0.00	6,898.0	-74.7	2.2	74.7	0.00	0.00	
7,000.0	0.00	0.00	6,998.0	-74.7	2.2	74.7	0.00	0.00	
7,006.0	0.00	0.00	7,004.0	-74.7	2.2	74.7	0.00	0.00	Top Wasatch (Base Uteland)
7,100.0	0.00	0.00	7,098.0	-74.7	2.2	74.7	0.00	0.00	
7,200.0	0.00	0.00	7,198.0	-74.7	2.2	74.7	0.00	0.00	
7,300.0	0.00	0.00	7,298.0	-74.7	2.2	74.7	0.00	0.00	
7,400.0	0.00	0.00	7,398.0	-74.7	2.2	74.7	0.00	0.00	
7,500.0	0.00	0.00	7,498.0	-74.7	2.2	74.7	0.00	0.00	
7,600.0	0.00	0.00	7,598.0	-74.7	2.2	74.7	0.00	0.00	
7,700.0	0.00	0.00	7,698.0	-74.7	2.2	74.7	0.00	0.00	
7,800.0	0.00	0.00	7,798.0	-74.7	2.2	74.7	0.00	0.00	
7,900.0	0.00	0.00	7,898.0	-74.7	2.2	74.7	0.00	0.00	
8,000.0	0.00	0.00	7,998.0	-74.7	2.2	74.7	0.00	0.00	
8,100.0	0.00	0.00	8,098.0	-74.7	2.2	74.7	0.00	0.00	
8,200.0	0.00	0.00	8,198.0	-74.7	2.2	74.7	0.00	0.00	
8,300.0	0.00	0.00	8,298.0	-74.7	2.2	74.7	0.00	0.00	
8,400.0	0.00	0.00	8,398.0	-74.7	2.2	74.7	0.00	0.00	
8,500.0	0.00	0.00	8,498.0	-74.7	2.2	74.7	0.00	0.00	
8,600.0	0.00	0.00	8,598.0	-74.7	2.2	74.7	0.00	0.00	
8,700.0	0.00	0.00	8,698.0	-74.7	2.2	74.7	0.00	0.00	
8,800.0	0.00	0.00	8,798.0	-74.7	2.2	74.7	0.00	0.00	
8,900.0	0.00	0.00	8,898.0	-74.7	2.2	74.7	0.00	0.00	
9,000.0	0.00	0.00	8,998.0	-74.7	2.2	74.7	0.00	0.00	
9,006.0	0.00	0.00	9,004.0	-74.7	2.2	74.7	0.00	0.00	TD at 9006.0 - Three Rivers #32-35-720 PBHL

Planning Report

Database:	USA EDM 5000 Multi Users DB	**Local Co-ordinate Reference:**	Well Three Rivers #32-35-720
Company:	Axia Energy	**TVD Reference:**	KB=16' @ 4807.0ft (Original Well Elev)
Project:	Uintah County, UT	**MD Reference:**	KB=16' @ 4807.0ft (Original Well Elev)
Site:	SEC 32-T7S-R20E	**North Reference:**	True
Well:	Three Rivers #32-35-720	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
Three Rivers #32-35-72(	0.00	0.00	9,004.0	-74.7	2.2	3,222,927.14	2,145,137.14	40.159989	-109.694386
- plan hits target center									
- Circle (radius 50.0)									

Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
3,090.0	3,088.0	Top Green River			
3,401.0	3,399.0	Top Birds Nest			
3,870.0	3,868.0	Base Birds Nest			
4,080.0	4,078.0	Temperature 120			
5,097.0	5,095.0	Garden Gulch (MGR Marker)			
6,856.0	6,854.0	Top Uteland Butte (LGR Marker)			
7,006.0	7,004.0	Top Wasatch (Base Uteland)			

Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates +N/-S (ft)	Local Coordinates +E/-W (ft)	Comment
1,000.0	1,000.0	0.0	0.0	KOP @ 1000'
1,159.5	1,159.4	-4.4	0.1	EOB; Inc=3.19°
2,342.5	2,340.6	-70.2	2.1	Start Drop -2.00
2,502.0	2,500.0	-74.7	2.2	EOD; Inc=0°
9,006.0	9,004.0	-74.7	2.2	TD at 9006.0

API Well Number: 43047527370000

Axia Energy

Uintah County, UT
SEC 32-T7S-R20E
Three Rivers #32-35-720
DD
Plan #1

Anticollision Report

15 May, 2012

RECEIVED: May 23, 2012

Anticollision Report

Company:	Axia Energy	**Local Co-ordinate Reference:**	Well Three Rivers #32-35-720
Project:	Uintah County, UT	**TVD Reference:**	KB=16' @ 4807.0ft (Original Well Elev)
Reference Site:	SEC 32-T7S-R20E	**MD Reference:**	KB=16' @ 4807.0ft (Original Well Elev)
Site Error:	0.0ft	**North Reference:**	True
Reference Well:	Three Rivers #32-35-720	**Survey Calculation Method:**	Minimum Curvature
Well Error:	0.0ft	**Output errors are at**	2.00 sigma
Reference Wellbore	DD	**Database:**	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	**Offset TVD Reference:**	Offset Datum

Reference Plan #1

Filter type:	GLOBAL FILTER APPLIED: All wellpaths within 200'+ 100/1000 of reference		
Interpolation Method:	MD Interval 100.0ft	**Error Model:**	ISCWSA
Depth Range:	Unlimited	**Scan Method:**	Closest Approach 3D
Results Limited by:	Maximum center-center distance of 1,100.6ft	**Error Surface:**	Elliptical Conic

Warning Levels Evaluated at: 2.00 **Sigma**

Survey Tool Program **Date** 5/15/2012

From (ft)	To (ft)	Survey (Wellbore)	Tool Name	Description
0.0	9,005.4	Plan #1 (DD)	MWD	Geolink MWD

Summary

Site Name Offset Well - Wellbore - Design	Reference Measured Depth (ft)	Offset Measured Depth (ft)	Distance Between Centres (ft)	Distance Between Ellipses (ft)	Separation Factor	Warning
SEC 32-T7S-R20E						
Three Rivers #32-34-720 - DD - Plan #1	9,006.0	9,038.3	867.1	835.4	27.385	CC, ES, SF

Anticollision Report

Company:	Axia Energy	**Local Co-ordinate Reference:**	Well Three Rivers #32-35-720
Project:	Uintah County, UT	**TVD Reference:**	KB=16' @ 4807.0ft (Original Well Elev)
Reference Site:	SEC 32-T7S-R20E	**MD Reference:**	KB=16' @ 4807.0ft (Original Well Elev)
Site Error:	0.0ft	**North Reference:**	True
Reference Well:	Three Rivers #32-35-720	**Survey Calculation Method:**	Minimum Curvature
Well Error:	0.0ft	**Output errors are at**	2.00 sigma
Reference Wellbore	DD	**Database:**	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	**Offset TVD Reference:**	Offset Datum

Offset Design SEC 32-T7S-R20E - Three Rivers #32-34-720 - DD - Plan #1

Offset Site Error: 0.0 ft

Survey Program: 0-MWD

Offset Well Error: 0.0 ft

Reference Measured Depth (ft)	Reference Vertical Depth (ft)	Offset Measured Depth (ft)	Offset Vertical Depth (ft)	Semi Major Axis Reference (ft)	Semi Major Axis Offset (ft)	Highside Toolface (°)	Offset Wellbore Centre +N/-S (ft)	Offset Wellbore Centre +E/-W (ft)	Distance Between Centres (ft)	Distance Between Ellipses (ft)	Total Uncertainty Axis	Separation Factor	Warning
2,100.0	2,098.5	2,285.1	2,272.0	3.8	5.1	168.57	997.3	-246.1	1,096.3	1,088.6	7.71	142.236	
2,200.0	2,198.3	2,384.4	2,370.0	4.0	5.4	168.87	983.2	-238.0	1,086.1	1,078.0	8.07	134.508	
2,300.0	2,298.1	2,483.7	2,468.0	4.2	5.7	169.19	969.2	-229.9	1,075.9	1,067.4	8.44	127.434	
2,400.0	2,398.0	2,582.9	2,565.9	4.4	6.0	169.48	955.2	-221.8	1,065.2	1,056.3	8.81	120.891	
2,500.0	2,498.0	2,681.8	2,663.5	4.5	6.3	169.71	941.2	-213.7	1,051.4	1,042.2	9.17	114.641	
2,600.0	2,598.0	2,780.5	2,760.8	4.7	6.6	-11.72	927.2	-205.7	1,035.8	1,026.3	9.54	108.583	
2,700.0	2,698.0	2,879.1	2,858.1	4.9	7.0	-11.44	913.3	-197.7	1,020.3	1,010.4	9.91	102.959	
2,800.0	2,798.0	2,977.8	2,955.5	5.0	7.3	-11.14	899.3	-189.6	1,004.8	994.5	10.28	97.727	
2,900.0	2,898.0	3,076.5	3,052.8	5.2	7.6	-10.84	885.4	-181.6	989.4	978.7	10.66	92.848	
3,000.0	2,998.0	3,175.1	3,150.1	5.4	7.9	-10.52	871.4	-173.5	973.9	962.9	11.03	88.287	
3,100.0	3,098.0	3,273.8	3,247.5	5.5	8.2	-10.20	857.5	-165.5	958.5	947.1	11.41	84.016	
3,200.0	3,198.0	3,372.4	3,344.8	5.7	8.6	-9.86	843.5	-157.4	943.2	931.4	11.79	80.007	
3,300.0	3,298.0	3,471.1	3,442.1	5.9	8.9	-9.52	829.6	-149.4	927.8	915.7	12.17	76.237	
3,400.0	3,398.0	3,568.1	3,537.8	6.0	9.2	-9.17	815.9	-141.5	912.5	900.0	12.55	72.709	
3,500.0	3,498.0	3,644.4	3,613.3	6.2	9.4	-8.91	806.1	-135.8	898.7	885.8	12.88	69.763	
3,600.0	3,598.0	3,721.3	3,689.6	6.4	9.6	-8.69	798.0	-131.1	887.3	874.1	13.21	67.177	
3,700.0	3,698.0	3,800.0	3,768.0	6.6	9.8	-8.51	791.5	-127.4	878.5	864.9	13.53	64.913	
3,800.0	3,798.0	3,876.3	3,844.1	6.7	9.9	-8.39	787.0	-124.8	872.1	858.3	13.84	62.995	
3,900.0	3,898.0	3,954.3	3,922.0	6.9	10.0	-8.31	784.3	-123.2	868.4	854.2	14.15	61.354	
4,000.0	3,998.0	4,032.3	4,000.0	7.1	10.1	-8.29	783.4	-122.7	867.1	852.6	14.46	59.978	
4,100.0	4,098.0	4,132.3	4,100.0	7.2	10.3	-8.29	783.4	-122.7	867.1	852.3	14.79	58.608	
4,200.0	4,198.0	4,232.3	4,200.0	7.4	10.4	-8.29	783.4	-122.7	867.1	852.0	15.13	57.298	
4,300.0	4,298.0	4,332.3	4,300.0	7.6	10.5	-8.29	783.4	-122.7	867.1	851.6	15.47	56.043	
4,400.0	4,398.0	4,432.3	4,400.0	7.8	10.6	-8.29	783.4	-122.7	867.1	851.3	15.81	54.841	
4,500.0	4,498.0	4,532.3	4,500.0	7.9	10.8	-8.29	783.4	-122.7	867.1	850.9	16.15	53.688	
4,600.0	4,598.0	4,632.3	4,600.0	8.1	10.9	-8.29	783.4	-122.7	867.1	850.6	16.49	52.581	
4,700.0	4,698.0	4,732.3	4,700.0	8.3	11.0	-8.29	783.4	-122.7	867.1	850.3	16.83	51.518	
4,800.0	4,798.0	4,832.3	4,800.0	8.5	11.2	-8.29	783.4	-122.7	867.1	849.9	17.17	50.496	
4,900.0	4,898.0	4,932.3	4,900.0	8.6	11.3	-8.29	783.4	-122.7	867.1	849.6	17.51	49.512	
5,000.0	4,998.0	5,032.3	5,000.0	8.8	11.4	-8.29	783.4	-122.7	867.1	849.2	17.85	48.566	
5,100.0	5,098.0	5,132.3	5,100.0	9.0	11.6	-8.29	783.4	-122.7	867.1	848.9	18.20	47.654	
5,200.0	5,198.0	5,232.3	5,200.0	9.1	11.7	-8.29	783.4	-122.7	867.1	848.5	18.54	46.775	
5,300.0	5,298.0	5,332.3	5,300.0	9.3	11.8	-8.29	783.4	-122.7	867.1	848.2	18.88	45.928	
5,400.0	5,398.0	5,432.3	5,400.0	9.5	12.0	-8.29	783.4	-122.7	867.1	847.9	19.22	45.110	
5,500.0	5,498.0	5,532.3	5,500.0	9.7	12.1	-8.29	783.4	-122.7	867.1	847.5	19.56	44.320	
5,600.0	5,598.0	5,632.3	5,600.0	9.8	12.2	-8.29	783.4	-122.7	867.1	847.2	19.91	43.557	
5,700.0	5,698.0	5,732.3	5,700.0	10.0	12.4	-8.29	783.4	-122.7	867.1	846.8	20.25	42.819	
5,800.0	5,798.0	5,832.3	5,800.0	10.2	12.5	-8.29	783.4	-122.7	867.1	846.5	20.59	42.105	
5,900.0	5,898.0	5,932.3	5,900.0	10.4	12.7	-8.29	783.4	-122.7	867.1	846.2	20.94	41.415	
6,000.0	5,998.0	6,032.3	6,000.0	10.5	12.8	-8.29	783.4	-122.7	867.1	845.8	21.28	40.746	
6,100.0	6,098.0	6,132.3	6,100.0	10.7	13.0	-8.29	783.4	-122.7	867.1	845.5	21.62	40.098	
6,200.0	6,198.0	6,232.3	6,200.0	10.9	13.1	-8.29	783.4	-122.7	867.1	845.1	21.97	39.471	
6,300.0	6,298.0	6,332.3	6,300.0	11.0	13.2	-8.29	783.4	-122.7	867.1	844.8	22.31	38.862	
6,400.0	6,398.0	6,432.3	6,400.0	11.2	13.4	-8.29	783.4	-122.7	867.1	844.4	22.66	38.272	
6,500.0	6,498.0	6,532.3	6,500.0	11.4	13.5	-8.29	783.4	-122.7	867.1	844.1	23.00	37.699	
6,600.0	6,598.0	6,632.3	6,600.0	11.6	13.7	-8.29	783.4	-122.7	867.1	843.7	23.34	37.142	
6,700.0	6,698.0	6,732.3	6,700.0	11.7	13.8	-8.29	783.4	-122.7	867.1	843.4	23.69	36.602	
6,800.0	6,798.0	6,832.3	6,800.0	11.9	14.0	-8.29	783.4	-122.7	867.1	843.1	24.03	36.077	
6,900.0	6,898.0	6,932.3	6,900.0	12.1	14.1	-8.29	783.4	-122.7	867.1	842.7	24.38	35.567	
7,000.0	6,998.0	7,032.3	7,000.0	12.3	14.3	-8.29	783.4	-122.7	867.1	842.4	24.72	35.070	
7,100.0	7,098.0	7,132.3	7,100.0	12.4	14.4	-8.29	783.4	-122.7	867.1	842.0	25.07	34.588	
7,200.0	7,198.0	7,232.3	7,200.0	12.6	14.6	-8.29	783.4	-122.7	867.1	841.7	25.41	34.118	

CC - Min centre to center distance or covergent point, SF - min separation factor, ES - min ellipse separation

Anticollision Report

Company:	Axia Energy	**Local Co-ordinate Reference:**	Well Three Rivers #32-35-720
Project:	Uintah County, UT	**TVD Reference:**	KB=16' @ 4807.0ft (Original Well Elev)
Reference Site:	SEC 32-T7S-R20E	**MD Reference:**	KB=16' @ 4807.0ft (Original Well Elev)
Site Error:	0.0ft	**North Reference:**	True
Reference Well:	Three Rivers #32-35-720	**Survey Calculation Method:**	Minimum Curvature
Well Error:	0.0ft	**Output errors are at**	2.00 sigma
Reference Wellbore	DD	**Database:**	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	**Offset TVD Reference:**	Offset Datum

Offset Design SEC 32-T7S-R20E - Three Rivers #32-34-720 - DD - Plan #1

Offset Site Error: 0.0 ft

Survey Program: 0-MWD

Offset Well Error: 0.0 ft

Reference Measured Depth (ft)	Reference Vertical Depth (ft)	Offset Measured Depth (ft)	Offset Vertical Depth (ft)	Semi Major Axis Reference (ft)	Semi Major Axis Offset (ft)	Highside Toolface (°)	Offset Wellbore Centre +N/-S (ft)	Offset Wellbore Centre +E/-W (ft)	Distance Between Centres (ft)	Distance Between Ellipses (ft)	Total Uncertainty Axis	Separation Factor	Warning
7,300.0	7,298.0	7,332.3	7,300.0	12.8	14.7	-8.29	783.4	-122.7	867.1	841.3	25.76	33.660	
7,400.0	7,398.0	7,432.3	7,400.0	13.0	14.9	-8.29	783.4	-122.7	867.1	841.0	26.11	33.215	
7,500.0	7,498.0	7,532.3	7,500.0	13.1	15.0	-8.29	783.4	-122.7	867.1	840.6	26.45	32.781	
7,600.0	7,598.0	7,632.3	7,600.0	13.3	15.2	-8.29	783.4	-122.7	867.1	840.3	26.80	32.358	
7,700.0	7,698.0	7,732.3	7,700.0	13.5	15.3	-8.29	783.4	-122.7	867.1	839.9	27.14	31.946	
7,800.0	7,798.0	7,832.3	7,800.0	13.6	15.5	-8.29	783.4	-122.7	867.1	839.6	27.49	31.545	
7,900.0	7,898.0	7,932.3	7,900.0	13.8	15.6	-8.29	783.4	-122.7	867.1	839.3	27.83	31.153	
8,000.0	7,998.0	8,032.3	8,000.0	14.0	15.8	-8.29	783.4	-122.7	867.1	838.9	28.18	30.770	
8,100.0	8,098.0	8,132.3	8,100.0	14.2	16.0	-8.29	783.4	-122.7	867.1	838.6	28.53	30.397	
8,200.0	8,198.0	8,232.3	8,200.0	14.3	16.1	-8.29	783.4	-122.7	867.1	838.2	28.87	30.033	
8,300.0	8,298.0	8,332.3	8,300.0	14.5	16.3	-8.29	783.4	-122.7	867.1	837.9	29.22	29.677	
8,400.0	8,398.0	8,432.3	8,400.0	14.7	16.4	-8.29	783.4	-122.7	867.1	837.5	29.56	29.329	
8,500.0	8,498.0	8,532.3	8,500.0	14.9	16.6	-8.29	783.4	-122.7	867.1	837.2	29.91	28.990	
8,600.0	8,598.0	8,632.3	8,600.0	15.0	16.7	-8.29	783.4	-122.7	867.1	836.8	30.26	28.658	
8,700.0	8,698.0	8,732.3	8,700.0	15.2	16.9	-8.29	783.4	-122.7	867.1	836.5	30.60	28.334	
8,800.0	8,798.0	8,832.3	8,800.0	15.4	17.0	-8.29	783.4	-122.7	867.1	836.1	30.95	28.016	
8,900.0	8,898.0	8,932.3	8,900.0	15.6	17.2	-8.29	783.4	-122.7	867.1	835.8	31.30	27.706	
9,000.0	8,998.0	9,032.3	9,000.0	15.7	17.4	-8.29	783.4	-122.7	867.1	835.4	31.64	27.403	
9,006.0	9,004.0	9,038.3	9,006.0	15.7	17.4	-8.29	783.4	-122.7	867.1	835.4	31.66	27.385	CC, ES, SF

RECEIVED: May 23, 2012

Anticollision Report

Company:	Axia Energy	**Local Co-ordinate Reference:**	Well Three Rivers #32-35-720
Project:	Uintah County, UT	**TVD Reference:**	KB=16' @ 4807.0ft (Original Well Elev)
Reference Site:	SEC 32-T7S-R20E	**MD Reference:**	KB=16' @ 4807.0ft (Original Well Elev)
Site Error:	0.0ft	**North Reference:**	True
Reference Well:	Three Rivers #32-35-720	**Survey Calculation Method:**	Minimum Curvature
Well Error:	0.0ft	**Output errors are at**	2.00 sigma
Reference Wellbore	DD	**Database:**	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	**Offset TVD Reference:**	Offset Datum

Reference Depths are relative to KB=16' @ 4807.0ft (Original Well Elev
Offset Depths are relative to Offset Datum
Central Meridian is -111.500000 °

Coordinates are relative to: Three Rivers #32-35-720
Coordinate System is US State Plane 1983, Utah Northern Zone
Grid Convergence at Surface is: 1.19°

AFFIDAVIT OF SURFACE USE AND GRANT OF EASEMENT

I, Tab McGinley, Affiant, being duly sworn depose and say:

THAT, I am the Vice President of Land for Axia Energy, LLC, a Delaware limited liability corporation authorized to do business in Colorado (hereinafter referred to as "Axia"), 1430 Larimer Street, Suite 400, Denver, CO 80202. Axia owns, operates and manages oil and gas interests in the State of Utah including the lands described below located in Uintah County, Utah.

WHEREAS, Axia has on file a signed Surface Use and Grant of Easement for lands located in Uintah County as follows:

TOWNSHIP 7 SOUTH, RANGE 20 EAST, SLM
Section 32: S2SW4; NE4/SW4
Containing 120 acres, more or less, Uintah County, Utah
Land Owner: Kay Anderson

THEREFORE, Axia is filing this Affidavit of Record in the records of Uintah County, Utah to ***provide constructive notice to the public*** and that any inquiries or emergencies that may occur, which require immediate notification and handling by Axia should be directed to:

AXIA ENERGY, LLC
1430 Larimer Street
Suite 400
Denver, CO 80202
Main Phone: 720-746-5200
Emergency Phone: 1-800-474-2430

Further Affiant sayeth not.

Subscribed and sworn to before me this 11th day of November, 2011.

Tab McGinley
Vice President of Land

STATE OF COLORADO)
} ss
COUNTY OF DENV ER)

The foregoing instrument was acknowledged before me by Tab McGinley, Vice President of Land, this 11th day of November, 2011.

Notary Public

Notary Seal:

Cindy J. Turner
Notary Public
State of Colorado
My Commission Expires 06/04/2013

BOP Equipment

3000psi WP

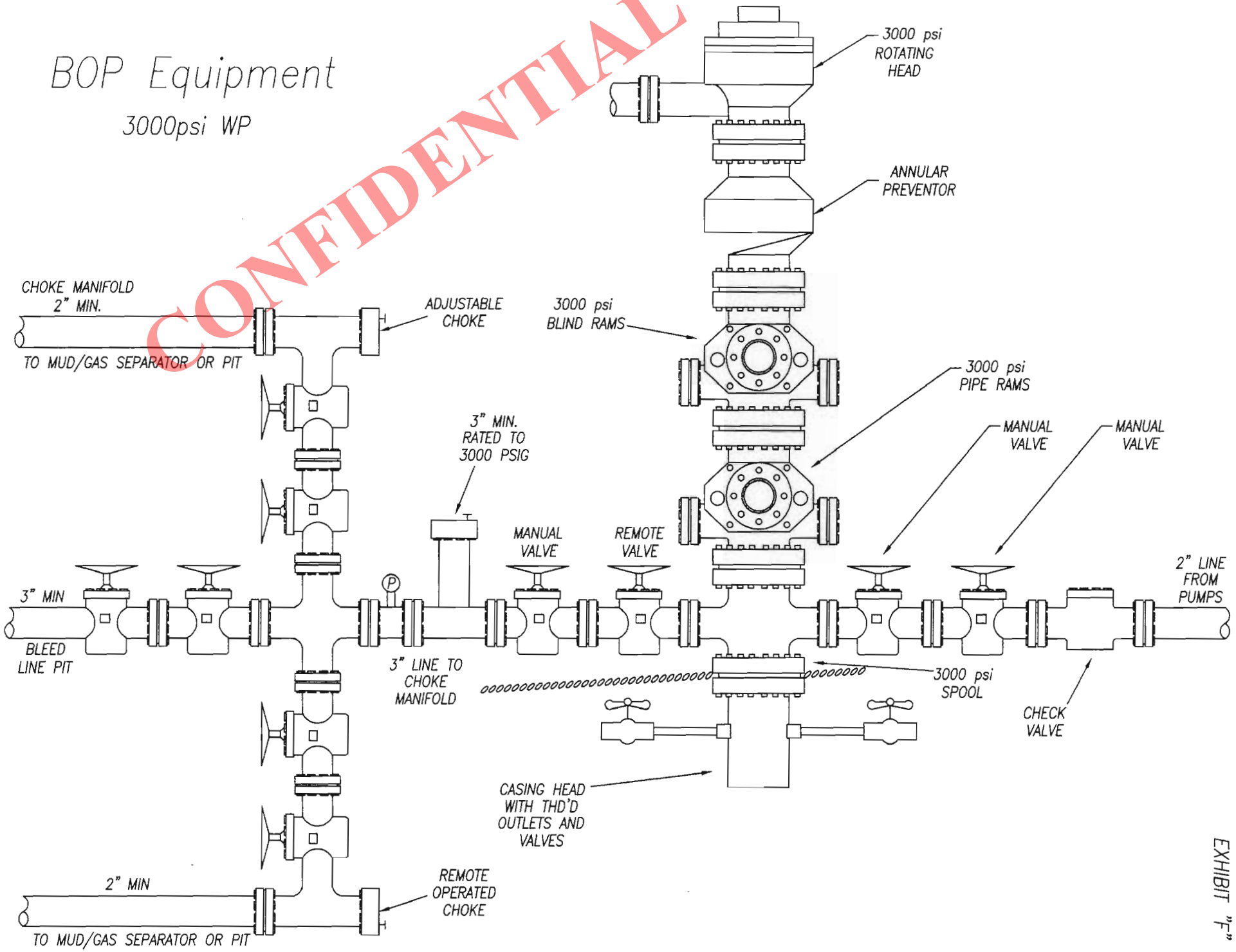


EXHIBIT "F"

RECEIVED: May 23, 2012

API Well Number: 43047527370000

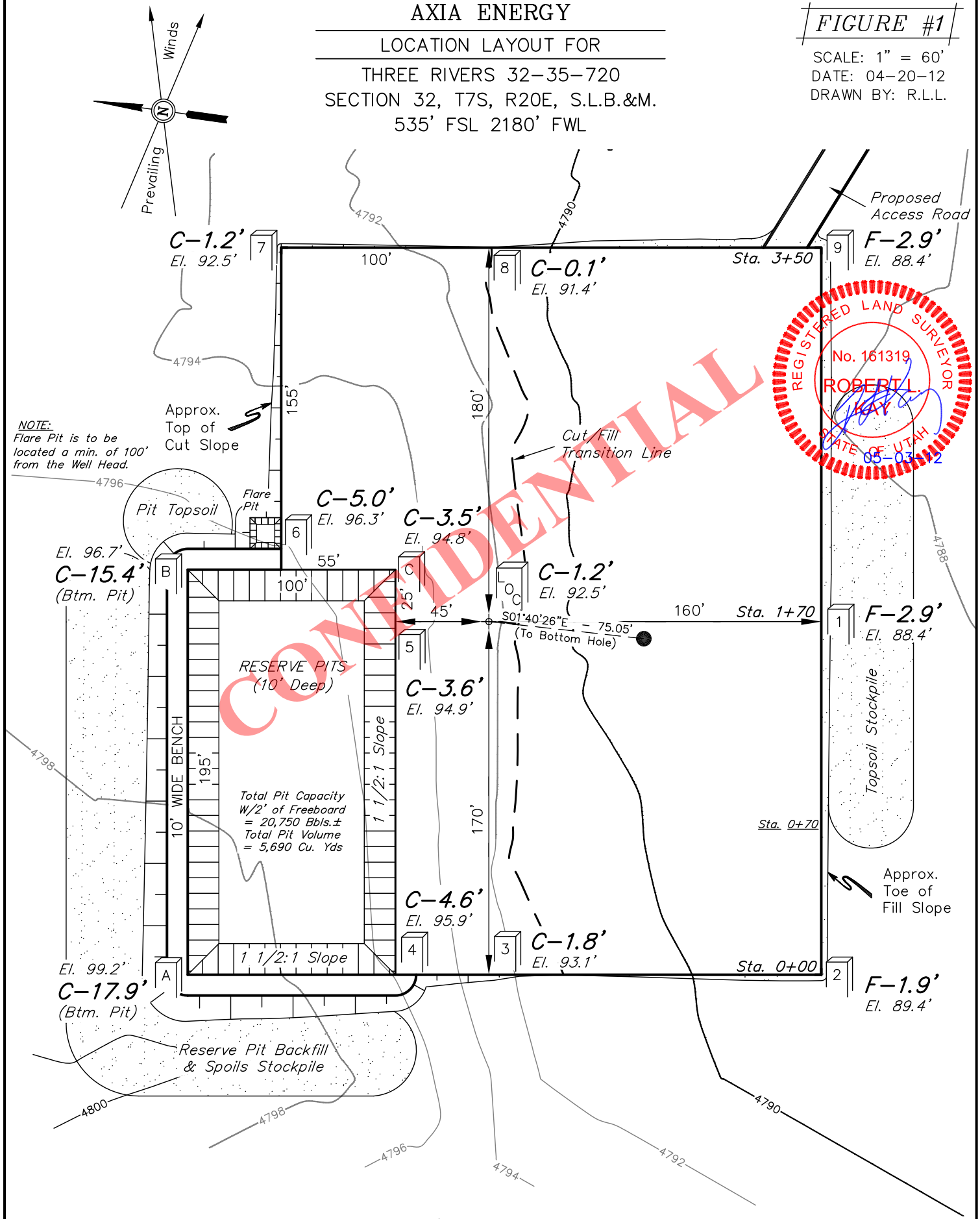
AXIA ENERGY

LOCATION LAYOUT FOR

THREE RIVERS 32-35-720
SECTION 32, T7S, R20E, S.L.B.&M.
535' FSL 2180' FWL

FIGURE #1

SCALE: 1" = 60'
DATE: 04-20-12
DRAWN BY: R.L.L.



REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
05-03-12

Elev. Ungraded Ground At Loc. Stake = 4792.5'
FINISHED GRADE ELEV. AT LOC. STAKE = 4791.3'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: May 23, 2012

AXIA ENERGY

TYPICAL CROSS SECTIONS FOR

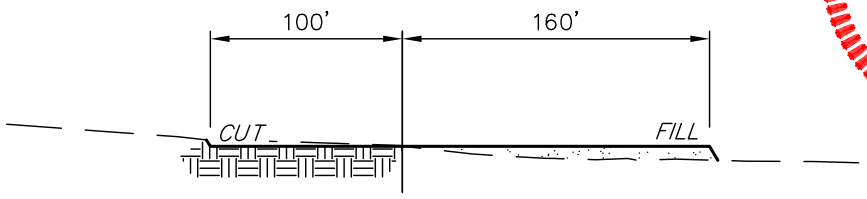
THREE RIVERS 32-35-720
SECTION 32, T7S, R20E, S.L.B.&M.
535' FSL 2180' FWL

FIGURE #2

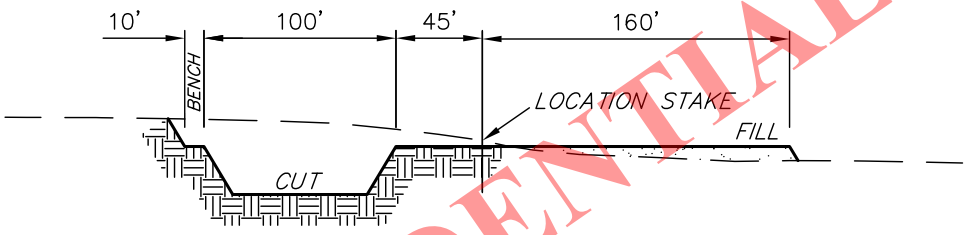
1" = 40'
X-Section Scale
1" = 100'

DATE: 04-20-12
DRAWN BY: R.L.L.

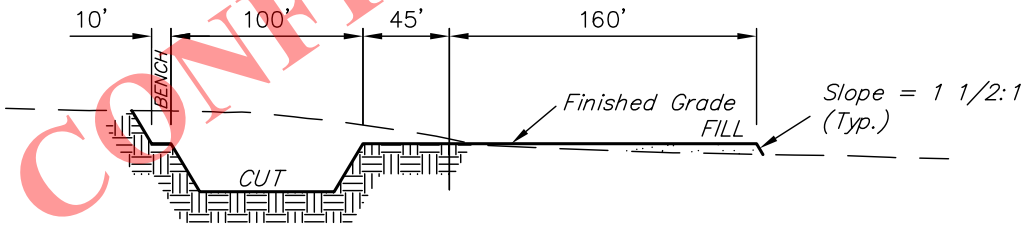
REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
05-03-12



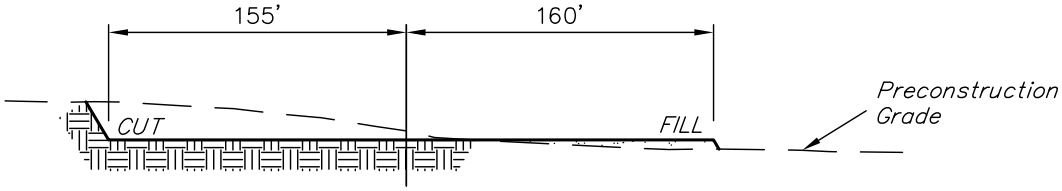
STA. 3+50



STA. 1+70



STA. 0+70



STA. 0+00

NOTE:
Topsoil should not be Stripped Below Finished Grade on Substructure Area.

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 3.435 ACRES
ACCESS ROAD DISTURBANCE = ± 0.088 ACRES
PIPELINE DISTURBANCE = ± 0.096 ACRES
POWERLINE DISTURBANCE = ± 0.101 ACRES
TOTAL = ± 3.720 ACRES

* NOTE:
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping = 2,050 Cu. Yds.
Remaining Location = 12,330 Cu. Yds.
TOTAL CUT = 14,380 CU. YDS.
FILL = 4,940 CU. YDS.

EXCESS MATERIAL = 9,440 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.) = 4,900 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation) = 4,540 Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

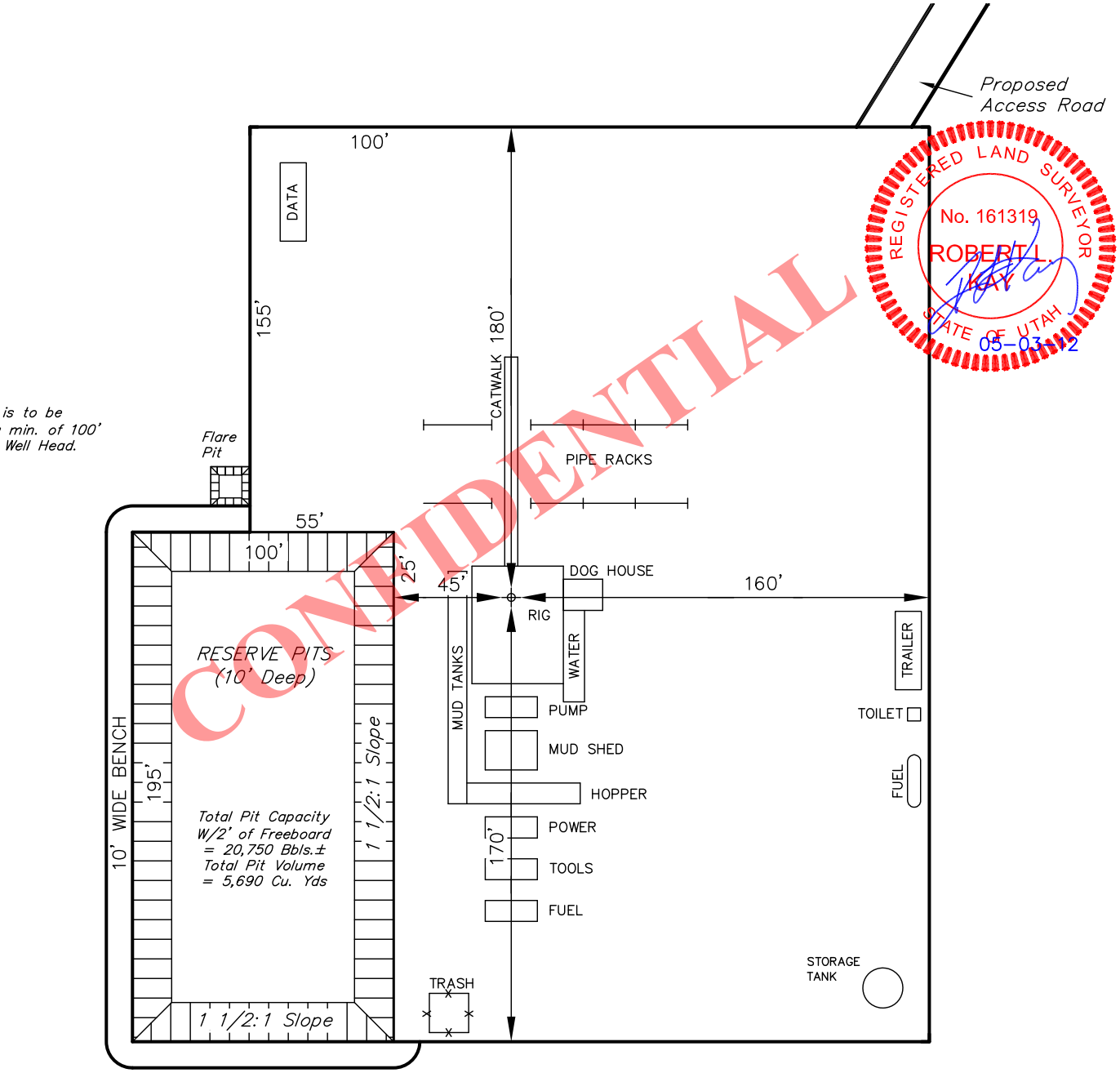
RECEIVED: May 23, 2012

AXIA ENERGY

TYPICAL RIG LAYOUT FOR

THREE RIVERS 32-35-720
SECTION 32, T7S, R20E, S.L.B.&M.
535' FSL 2180' FWL

FIGURE #3
SCALE: 1" = 60'
DATE: 04-20-12
DRAWN BY: R.L.L.



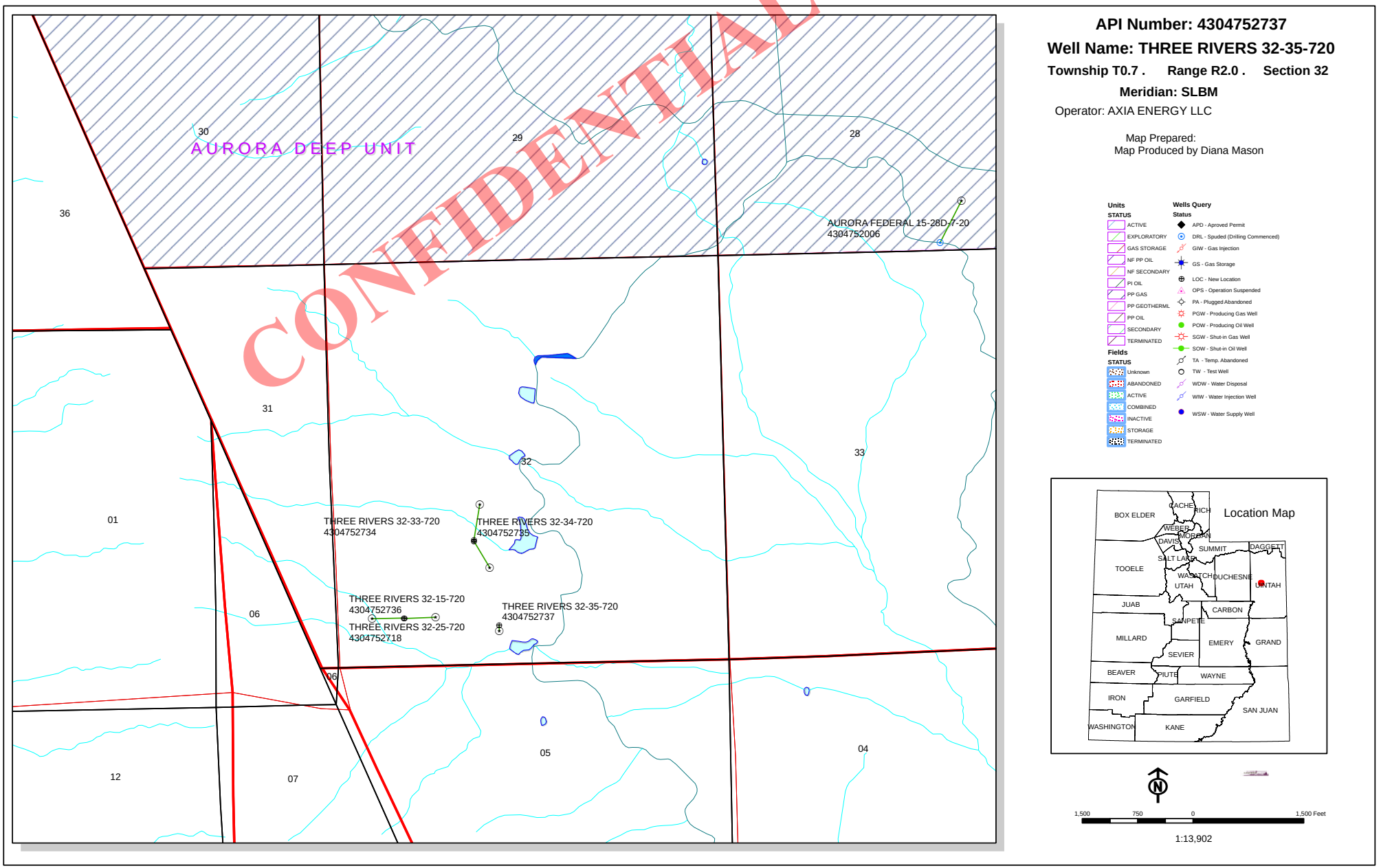
NOTE:
Flare Pit is to be located a min. of 100' from the Well Head.

REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
05-03-12

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: May 23, 2012

API Well Number: 43047527370000



RECEIVED: June 05, 2012

API Well Number: 43047527370000

BOPE REVIEW AXIA ENERGY LLC THREE RIVERS 32-35-720 43047527370000

Well Name	AXIA ENERGY LLC THREE RIVERS 32-35-720 43047527370000			
String	SURF	PROD		
Casing Size(")	8.625	5.500		
Setting Depth (TVD)	1100	9004		
Previous Shoe Setting Depth (TVD)	0	1100		
Max Mud Weight (ppg)	8.7	9.2		
BOPE Proposed (psi)	1000	3000		
Casing Internal Yield (psi)	3930	7740		
Operators Max Anticipated Pressure (psi)	3899	8.3		

Calculations	SURF String	8.625	"	
Max BHP (psi)	.052*Setting Depth*MW=	498		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	366	YES	diverter with rotating head
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	256	YES	OK
			***Can Full Expected Pressure Be Held At Previous Shoe?**	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	256	NO	OK
Required Casing/BOPE Test Pressure=		1100	psi	
***Max Pressure Allowed @ Previous Casing Shoe=**		0	psi	*Assumes 1psi/ft frac gradient

Calculations	PROD String	5.500	"	
Max BHP (psi)	.052*Setting Depth*MW=	4308		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	3228	NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	2327	YES	OK
			***Can Full Expected Pressure Be Held At Previous Shoe?**	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	2569	NO	REasonable
Required Casing/BOPE Test Pressure=		3000	psi	
***Max Pressure Allowed @ Previous Casing Shoe=**		1100	psi	*Assumes 1psi/ft frac gradient

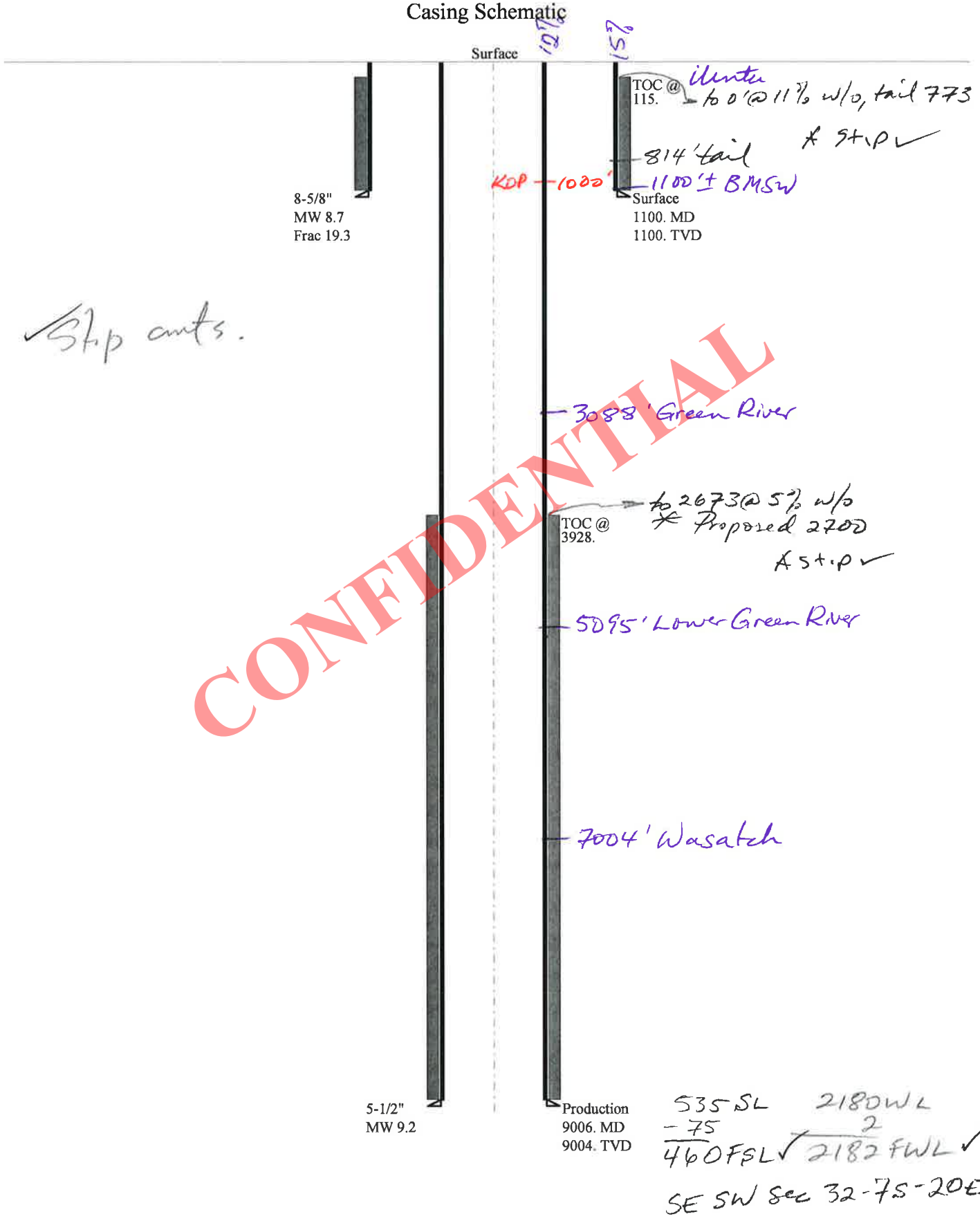
Calculations	String		"	
Max BHP (psi)	.052*Setting Depth*MW=			
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO	
			***Can Full Expected Pressure Be Held At Previous Shoe?**	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO	
Required Casing/BOPE Test Pressure=			psi	
***Max Pressure Allowed @ Previous Casing Shoe=**			psi	*Assumes 1psi/ft frac gradient

Calculations	String		"	
Max BHP (psi)	.052*Setting Depth*MW=			
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO	
			***Can Full Expected Pressure Be Held At Previous Shoe?**	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO	
Required Casing/BOPE Test Pressure=			psi	
***Max Pressure Allowed @ Previous Casing Shoe=**			psi	*Assumes 1psi/ft frac gradient

RECEIVED: August 20, 2012

43047527370000 Three Rivers 32-35-720

Casing Schematic



535 SL 2180 WL
− 75 2
460 FSL ✓ 2182 FWL ✓ OK
SE SW Sec 32-7S-20E

Well name:	**43047527370000 Three Rivers 32-35-720**
Operator:	**Axia Energy LLC**
String type:	Surface
Project ID:	43-047-52737
Location:	UINTAH COUNTY

Design parameters:

Collapse
Mud weight: 8.700 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 968 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 1,100 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.70 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 958 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 89 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 115 ft

Directional well information:
Kick-off point 1000 ft
Departure at shoe: 2 ft
Maximum dogleg: 2 °/100ft
Inclination at shoe: 2 °

Re subsequent strings:
Next setting depth: 9,004 ft
Next mud weight: 9.200 ppg
Next setting BHP: 4,303 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 1,100 ft
Injection pressure: 1,100 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	1100	8.625	32.00	J-55	LT&C	1100	1100	7.875	8864

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	497	2480	4.988	1100	3930	3.57	35.2	417	11.85 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: August 9,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 1100 ft, a mud weight of 8.7 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.
Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.

API Well Number: 43047527370000

Well name:	**43047527370000 Three Rivers 32-35-720**
Operator:	**Axia Energy LLC**
String type:	Production
Project ID:	43-047-52737
Location:	UINTAH COUNTY

Design parameters:

Collapse
Mud weight: 9.200 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 2,322 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 4,303 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Tension is based on air weight.
Neutral point: 7,750 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 200 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 3,928 ft

Directional Info - Build & Drop
Kick-off point 1000 ft
Departure at shoe: 75 ft
Maximum dogleg: 2 °/100ft
Inclination at shoe: 0 °

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	9006	5.5	17.00	N-80	LT&C	9004	9006	4.767	50761

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	4303	6290	1.462	4303	7740	1.80	153.1	348	2.27 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: August 9,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 9004 ft, a mud weight of 9.2 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.
Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.

API Well Number: 43047527370000

Star Point Enterprises, Inc.

2580 Creekview Road
Moab, Utah 84532
435/719-2018

August 21, 2012

Mrs. Diana Mason
State of Utah
Division of Oil Gas and Mining
P.O. Box 145801
Salt Lake City, Utah 84114-5801

RE: Request for Exception to Spacing – Axia Energy, LLC – **Three Rivers Federal 32-35-720**
Surface Location: 535' FSL & 2180' FWL, SE/4 SW/4, Section 32, T7S, R20E,
Target Location: 460' FSL & 2180' FWL, SE/4 SW/4, Section 32, T7S, R20E,
SLB&M, Uintah County, Utah

Dear Diana:

Axia Energy, LLC respectfully submits this request for exception to spacing (R649-3-11) based on geology since the well is located less than 460 feet to the drilling unit boundary. Axia Energy, LLC is the only owner and operator within 460 feet of the surface and target location as well as all points along the intended well bore path and are not within 460 feet of any uncommitted tracts or a unit boundary.

Thank you very much for your timely consideration of this application. Please feel free to contact Jess A. Peonio of Axia Energy, LLC at 720-746-5212 or myself should you have any questions or need additional information.

Sincerely,

Don Hamilton

Digitally signed by Don Hamilton
DN: cn=Don Hamilton, o=Starpoint Enterprises, ou, email=starpoint@etv.net, c=US
Date: 2012.08.21 11:06:31 -06'00'

Don Hamilton
Agent for Axia Energy, LLC

cc: Jess A. Peonio, Axia Energy, LLC

RECEIVED: August 21, 2012

ON-SITE PREDRILL EVALUATION
Utah Division of Oil, Gas and Mining

Operator	AXIA ENERGY LLC				
Well Name	THREE RIVERS 32-35-720				
API Number	43047527370000	**APD No**	6046	**Field/Unit**	WILDCAT
Location: 1/4,1/4	SESW **Sec** 32 **Tw** 7.0S **Rng** 20.0E		535 FSL	2180 FWL	
GPS Coord (UTM)	611185 4446354	**Surface Owner**	Kay Anderson		

Participants

Shane Wentzel (Axia), Brandon Bowthorpe (UELS), John Busch (dirt contractor), Don Hamilton (permit contractor)

Regional/Local Setting & Topography

This proposed well site is approximatley 1.25 miles south of Pelican Lake, but the land her slopes south away from the lake and toward the Green River.

Surface Use Plan

Current Surface Use
Grazing

New Road Miles	Well Pad	Src Const Material	Surface Formation
0.03	**Width** 260 **Length** 350	Onsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna
Four wing salt brush, some grasses

Soil Type and Characteristics
Sandy loam soil with scattered gravel on surface

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diverson Required? N

Berm Required? N

Erosion Sedimentation Control Required? N

RECEIVED: August 27, 2012

API Well Number: 43047527370000

Paleo Survey Run? N **Paleo Potental Observed?** N **Cultural Survey Run?** N **Cultural Resources?** N

Reserve Pit

Site-Specific Factors	Site Ranking
Distance to Groundwater (feet)	
Distance to Surface Water (feet)	
Dist. Nearest Municipal Well (ft)	
Distance to Other Wells (feet)	
Native Soil Type	
Fluid Type	
Drill Cuttings	
Annual Precipitation (inches)	
Affected Populations	
Presence Nearby Utility Conduits	
Final Score	Sensitivity Level

Characteristics / Requirements

Reserve pit should be 195ft by 100ft by 10ft deep. Axia plans to use a 16 mil liner and felt subliner. This appears to be adequate for this site.

Closed Loop Mud Required? N **Liner Required?** Y **Liner Thickness** 16 **Pit Underlayment Required?** N

Other Observations / Comments

Richard Powell	7/18/2012
Evaluator	**Date / Time**

RECEIVED: August 27, 2012

Application for Permit to Drill
Statement of Basis
Utah Division of Oil, Gas and Mining

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
6046	43047527370000	LOCKED	OW	P	No
Operator	AXIA ENERGY LLC		**Surface Owner-APD**	Kay Anderson	
Well Name	THREE RIVERS 32-35-720		**Unit**		
Field	WILDCAT		**Type of Work**	DRILL	
Location	SESW 32 7S 20E S 535 FSL 2180 FWL GPS Coord (UTM) 611194E 4446354N				

Geologic Statement of Basis

Axia proposes to set 925 feet of surface pipe, cemented to surface. The depth to the base of the moderately saline water at this location is estimated to be at approximately 1,100 feet. A search of Division of Water Rights records shows 2 water wells within a 10,000 foot radius of the center of Section 32. Both wells are over a mile from the proposed location. Well uses are listed for irrigation, domestic, and stock watering. Depth is listed for only 1 well at 150 feet. Listed wells probably produce from the Uinta Formation. The surface formation at this site is the Uinta Formation. The Uinta Formation is made up of interbedded shales and sandstones. The sandstones are mostly lenticular and discontinuous and should not be a significant source of useable ground water. Surface casing should be extended to cover the base of the moderately saline groundwater or the production casing cement should be brought up to or above the base of the moderately saline ground water in order to isolate it from fresher water uphole.

Brad Hill — **APD Evaluator**

7/31/2012 — **Date / Time**

Surface Statement of Basis

This proposed well is on fee surface. Surface owner Kay Anderson was contacted and invited to the presite but chose not to attend. Mr. Anderson stated that he was satisfied with the placement of the well and made no requests. Shane Wentzel of Axia stated that a 16 mil liner and felt subliner would be used and this appears to be adequate for the site. Mr. Wentzel also stated that covert green paint color would be used for all tanks and equipment. This appears to be a good site for placement of this well.

Richard Powell — **Onsite Evaluator**

7/18/2012 — **Date / Time**

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 16 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

RECEIVED: August 27, 2012

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 5/23/2012
API NO. ASSIGNED: 43047527370000
WELL NAME: THREE RIVERS 32-35-720
OPERATOR: AXIA ENERGY LLC (N3765)
PHONE NUMBER: 435 719-2018
CONTACT: Don Hamilton

PROPOSED LOCATION: SESW 32 070S 200E
Permit Tech Review: ☑
SURFACE: 0535 FSL 2180 FWL
Engineering Review: ☑
BOTTOM: 0460 FSL 2180 FWL
Geology Review: ☑
COUNTY: UINTAH
LATITUDE: 40.16019
LONGITUDE: -109.69431
UTM SURF EASTINGS: 611194.00
NORTHINGS: 4446354.00
FIELD NAME: WILDCAT
LEASE TYPE: 4 - Fee
LEASE NUMBER: FEE
PROPOSED PRODUCING FORMATION(S): WASATCH
SURFACE OWNER: 4 - Fee
COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- ☑ **PLAT**
- ☑ **Bond:** STATE - LPM9046682
- ☐ **Potash**
- ☐ **Oil Shale 190-5**
- ☐ **Oil Shale 190-3**
- ☐ **Oil Shale 190-13**
- ☑ **Water Permit:** 49-2262 - RNI at Green River
- ☐ **RDCC Review:**
- ☑ **Fee Surface Agreement**
- ☐ **Intent to Commingle**

Commingling Approved

LOCATION AND SITING:

- ☐ **R649-2-3.**

Unit:

- ☐ **R649-3-2. General**
- ☐ **R649-3-3. Exception**
- ☑ **Drilling Unit**

Board Cause No: R649-3-11
Effective Date:
Siting:

- ☑ **R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations:
5 - Statement of Basis - bhill
12 - Cement Volume (3) - hmacdonald
15 - Directional - dmason
23 - Spacing - dmason
25 - Surface Casing - hmacdonald

RECEIVED: August 27, 2012

GARY R. HERBERT
Governor
GREGORY S. BELL
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES
MICHAEL R. STYLER
Executive Director
Division of Oil, Gas and Mining
JOHN R. BAZA
Division Director

Permit To Drill

****

Well Name: THREE RIVERS 32-35-720
API Well Number: 43047527370000
Lease Number: FEE
Surface Owner: FEE (PRIVATE)
Approval Date: 8/27/2012

Issued to:
AXIA ENERGY LLC, 1430 Larimer Ste 400, Denver, CO 80202

Authority:
Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of R649-3-11. The expected producing formation or pool is the WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:
This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

General:
Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:
In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the “Board”). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

Cement volume for the 5 1/2 production string shall be determined from actual hole diameter in order to place cement from the pipe setting depth back to 2700' MD as indicated in the submitted drilling plan.

Surface casing shall be cemented to the surface.

Additional Approvals:
The operator is required to obtain approval from the Division of Oil, Gas and mining before performing any of the following actions during the drilling of this well:

- Any changes to the approved drilling plan - contact Dustin Doucet
- Significant plug back of the well - contact Dustin Doucet
- Plug and abandonment of the well - contact Dustin Doucet

Notification Requirements:
The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well - contact Carol Daniels
  OR
  submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website
  at http://oilgas.ogm.utah.gov
- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing - contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program
  - contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well - contact Dan Jarvis

Contact Information:
The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voicemail message if the person is not available to take the call):

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office
  801-733-0983 - after office hours
- Dan Jarvis 801-538-5338 - office
  801-231-8956 - after office hours

Reporting Requirements:
All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days

• Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
• Report of Water Encountered (Form 7) - due within 30 days after completion
• Well Completion Report (Form 8) - due within 30 days after completion or plugging

Approved By:

For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: FEE

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 32-35-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047527370000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0535 FSL 2180 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SESW Section: 32 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
✓ SPUD REPORT Date of Spud: 8/28/2012	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

MIRU Pete Martin, Spud well 08/28/12 @ 08:00 hrs. Drilled to 100' and set 16" conductor casing, cement to surface, Release Pete Martin
CURRENT STATUS: Wait on Pro Petro Rig - drill and set surface casing.

Accepted by the Utah Division of Oil, Gas and Mining
FOR RECORD ONLY
September 07, 2012

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		9/6/2012

Carol Daniels - RE: Axia Energy - Section 32 Permits - Notice of Spud

From: Cordell Wold <cwold@axiaenergy.com>
To: Cordell Wold <cwold@axiaenergy.com>, Cindy Turner <cturner@axiaenergy.co...
Date: 9/6/2012 8:56 AM
Subject: RE: Axia Energy - Section 32 Permits - Notice of Spud
CC: "caroldaniels@utah.gov" <caroldaniels@utah.gov>, "davidhackford@utah.gov...

T07S R20E S 32 - THREE RIVERS 32-15-720

32-35-720; Will be cementing surface casing this afternoon

32-15-720; will move Pro-Petro this afternoon and be setting surface casing tomorrow afternoon (09/07/2012)

Thanks,
Cordell Wold
701-570-5540

From: Cordell Wold
Sent: Wednesday, September 05, 2012 7:14 AM
To: Cindy Turner; richardpowell@utah.gov
Cc: caroldaniels@utah.gov; 'davidhackford@utah.gov'
Subject: Axia Energy - Section 32 Permits - Notice of Spud

32-35-720 – will be moving in Pro-Petro and setting surface casing tomorrow (09/06/2012)

32-15-720 – will be setting conductor today

Thanks,
Cordell Wold
701-570-5540

RECEIVED
SEP 06 2012
DIV. OF OIL, GAS & MINING

From: Cindy Turner
Sent: Tuesday, August 28, 2012 3:47 PM
To: richardpowell@utah.gov
Cc: Cordell Wold; caroldaniels@utah.gov
Subject: Axia Energy - Section 32 Permits - Notice of Spud

Richard, the following wells are not set-up to report Notice of Intent to Spud. I sent you an email earlier this week regarding the setting of conductor on the Three Rivers 32-35-720. Following is an update.

32-35-720 – Spud 08-28-12 - setting conductor currently – need to call in a spud notice, but don't have API #
43047527370000
32-15-720 – will be setting conductor next – need to call in a spud notice, but don't have API #
43047527360000

I will get notices submitted in the Utah DOGM website as soon as they are available.

Thanks

Cindy Turner
AXIA ENERGY, LLC
1430 Larimer Street
Suite 400
Denver, CO 80202
Phone: 720-746-5209
Cell: 303-328-8613
cturner@axiaenergy.com

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: FEE

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 32-35-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047527370000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0535 FSL 2180 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SESW Section: 32 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 9/20/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

CHANGE PROD CASING FROM 5-1/2" 17.00# N-80 LTC TO 5-1/2" 17.00# J-55 LTC

Approved by the Utah Division of Oil, Gas and Mining

Date: September 24, 2012

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		9/18/2012

RECEIVED: Sep. 18, 2012

Well name:	**43047527330000 Three Rivers 36-23-720rev**
Operator:	**Axia Energy LLC**
String type:	Surface
Project ID:	43-047-52733
Location:	UINTAH COUNTY

Design parameters:

Collapse
Mud weight: 8.700 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 814 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 925 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.70 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 804 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 87 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 231 ft

Non-directional string.

Re subsequent strings:
Next setting depth: 9,011 ft
Next mud weight: 9.200 ppg
Next setting BHP: 4,307 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 925 ft
Injection pressure: 925 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	925	8.625	24.00	J-55	ST&C	925	925	7.972	4762

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	418	1370	3.277 ✓	925	2950	3.19 ✓	22.2	244	10.99 J ✓

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: September 24,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 925 ft, a mud weight of 8.7 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	**43047527370000 Three Rivers 32-35-720** rev.
Operator:	**Axia Energy LLC**
String type:	Production
Project ID:	43-047-52737
Location:	UINTAH COUNTY

Design parameters:

Collapse
Mud weight: 9.200 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 2,322 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 4,303 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Tension is based on buoyed weight.
Neutral point: 7,750 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 200 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 3,928 ft

Directional well information:
Kick-off point 1000 ft
Departure at shoe: 75 ft
Maximum dogleg: 2 °/100ft
Inclination at shoe: 0 °

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	9006	5.5	17.00	J-55	LT&C	9004	9006	4.767	34891

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	4303	4910	1.141 ✓	4303	5320	1.24 ✓	131.7	247	1.88 J ✓

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: September 24,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 9004 ft, a mud weight of 9.2 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.
Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER:
FEE

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 32-35-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047527370000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0535 FSL 2180 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SESW Section: 32 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 9/15/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ SPUD REPORT Date of Spud:	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

CHANGE SURFACE CASING FROM 8-5/8" 32.00# J-55 STC TO 8-5/8" 24.00# J-55 STC

Approved by the Utah Division of Oil, Gas and Mining

Date: September 25, 2012

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		9/18/2012

RECEIVED: Sep. 18, 2012

Well name:	**43047527370000 Three Rivers 32-35-720rev**
Operator:	**Axia Energy LLC**
String type:	Surface
Project ID:	43-047-52737
Location:	UINTAH COUNTY

Design parameters:

Collapse
Mud weight: 8.700 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 968 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 1,100 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.70 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 956 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 89 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 115 ft

Directional well information:
Kick-off point 1000 ft
Departure at shoe: 2 ft
Maximum dogleg: 2 °/100ft
Inclination at shoe: 2 °

Re subsequent strings:
Next setting depth: 9,004 ft
Next mud weight: 9.200 ppg
Next setting BHP: 4,303 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 1,100 ft
Injection pressure: 1,100 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	1100	8.625	24.00	J-55	ST&C	1100	1100	7.972	5662

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	497	1343	2.701 ✓	1100	2950	2.68 ✓	26.4	244	9.24 J ✓

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: September 24,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 1100 ft, a mud weight of 8.7 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.
Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: FEE

SUNDRY NOTICES AND REPORTS ON WELLS

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6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 32-35-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047527370000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0535 FSL 2180 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SESW Section: 32 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 9/15/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ SPUD REPORT Date of Spud:	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

DEPTH CHANGE: FROM 9,006' TMD/9,004' TVD TO 7,400' TMD /7,398' TVD Cement Volumes will be adjusted accordingly.

Approved by the Utah Division of Oil, Gas and Mining

Date: September 25, 2012

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		9/18/2012

RECEIVED: Sep. 18, 2012

CONFIDENTIAL

Carol Daniels - Axia, Patterson #51 Production casing & cement T07S R20E S-32

From: klbascom <klbascom@ubtanet.com>
To: Carol Daniels <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, ...
Date: 9/12/2012 3:08 PM
Subject: Axia, Patterson #51 Production casing & cement

Axia Energy well Three Rivers 2-11-820, API#43-047-51936 reached 7021' td, 9/11/12 @ 12:00. Will run 5.5" production casing & cement early Thursday morning 9/13/12, rig down & move with trucks to Three Rivers 32-35-720, API# 43-047-52737, thursday & rig up Friday 9/14/12. Test BOP Friday night. Any questions, contact Kenny Bascom @ 435-828-0697.
Thank You
Kenny Bascom

RECEIVED
SEP 12 2012
DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER:
FEE

SUNDRY NOTICES AND REPORTS ON WELLS

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6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 32-35-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047527370000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0535 FSL 2180 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SESW Section: 32 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
✓ DRILLING REPORT Report Date: 10/3/2012	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Spud 08-28-12 - Drilled and set 100' 16" conductor casing and cemented to surface. Release spud rig. On 09-15-12 MIRU Pro-Petro - resumed drilling operations. Drilled to 1130' and set 26 jts 8-5/8" 24# J-55 STC casing @ 1101.20' KB. Cemented with 675 sxs Class "G". RD Pro-Petro Rig. On 09-16-12 MIRU Patterson Rig 51 and resumed drilled operations. Drilled to 7,320' TMD / 7,311' TVD. Set 168 jts 5-1/2" 17.00# J-55 LTC casing @ 7,291.5' KB. Cemented with 412 Sxs Class "G". Patterson Rig 51 released 09-24-12 @ 12:00 hours. CURRENT STATUS: Wait on Completion

Accepted by the Utah Division of Oil, Gas and Mining
FOR RECORD ONLY
October 04, 2012

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		10/3/2012

RECEIVED: Oct. 03, 2012

CONFIDENTIAL

Carol Daniels - Axia Energy, Patterson #51, Production Casing & Cement

From: klbascom <klbascom@ubtanet.com>
To: Carol Daniels <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, ...
Date: 9/22/2012 8:34 PM
Subject: Axia Energy, Patterson #51, Production Casing & Cement

S-32 T07S R20E

Axia Energy well Three Rivers 32-35-720, API#43-047-52737 reached 7320' td, 9/33/12 @ 03:30. Will run 5.5" production casing & cement late Sunday nite 9/23/12, rig down & move with trucks to Three Rivers 32-15-720, API# 43-047-52736, Monday & rig up Monday 9/24/12. Test BOP Early Tuesday morning. Any questions, contact Kenny Bascom @ 435-828-0697.
Thank You
Kenny Bascom

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5.LEASE DESIGNATION AND SERIAL NUMBER: FEE

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: THREE RIVERS 32-35-720

2. NAME OF OPERATOR: AXIA ENERGY LLC

9. API NUMBER: 43047527370000

3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER: 720 746-5200 Ext

9. FIELD and POOL or WILDCAT: WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0535 FSL 2180 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 32 Township: 07.0S Range: 20.0E Meridian: S

COUNTY: UINTAH

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 10/22/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ SPUD REPORT Date of Spud:	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

The APD approved a WASATCH Completion on 08-27-2012. However, we have had a change in plans and request your approval for a GREEN RIVER Completion. The top of the WASATCH is 6,904'. Our bottom perf is at 6,892'.

Approved by the Utah Division of Oil, Gas and Mining

Date: October 29, 2012

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE N/A		**DATE** 10/23/2012

RECEIVED: Oct. 23, 2012

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 6

ENTITY ACTION FORM

Operator: Axia Energy, LLC
Operator Account Number: N 3765
Address: 1430 Larimer Street, Suite 400
city Denver,
state CO zip 80202
Phone Number: (720) 746-5209

Well 1

API Number	Well Name		QQ	Sec	Twp	Rng	County
4304752737	Three Rivers 32-35-720		SESW	32	07S	20E	Uintah
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
A	New	18766	8/28/2012			10/31/2012	

Comments: APD APPROVED AS WASATCH - SUBMITTED APP TO COMINGLE GREEN RIVER-WASATCH
NEED ENTITY NUMBER FOR ~~GR-WS~~ WSTC BHL: SESW CONFIDENTIAL

Well 2

API Number	Well Name		QQ	Sec	Twp	Rng	County
4304752736	Three Rivers 32-15-720		SWSW	32	07S	20E	Uintah
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
A	new	18767	9/5/2012			10/31/2012	

Comments: WSTC BHL: SWSW APD APPRVD AS WASATCH - DID NOT DRILL INTO WASATCH, SUBMITTED SUNDRY REQUESTING APPROVAL FOR A GREEN RIVER. ~~NEED ENTITY NUMBER FOR GRRV~~ CONFIDENTIAL

Well 3

API Number	Well Name		QQ	Sec	Twp	Rng	County
4304752876	Three Rivers 32-41-720		NENE	32	07S	20E	Uintah
Action Code	**Current Entity Number**	**New Entity Number**	**Spud Date**			**Entity Assignment Effective Date**	
A	new	18769	9/12/2012			10/31/2012	

Comments: APD APPRVD AS WASATCH - SUBMITTED APP TO COMINGLE GREEN RIVER-WASATCH
~~NEED ENTITY NUMBER FOR GR-WS~~ WSTC BHL: NENE CONFIDENTIAL

ACTION CODES:
- **A** - Establish new entity for new well (single well only)
- **B** - Add new well to existing entity (group or unit well)
- **C** - Re-assign well from one existing entity to another existing entity
- **D** - Re-assign well from one existing entity to a new entity
- **E** - Other (Explain in 'comments' section)

RECEIVED

Cindy Turner
Name (Please Print)
Cindy Turner
Signature
Project Manager
Title
10/2/2012
Date

(5/2000)

Div. of Oil, Gas & Mining

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER:
FEE

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 32-35-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047527370000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0535 FSL 2180 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SESW Section: 32 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
✓ DRILLING REPORT Report Date: 12/13/2012	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Completion Operations Started October 22,2012 and Ended on October 30, 2012. Completed Formation: Green River (5,138' to 6,892') 1st Production: October 30, 2012 1st Sales: October 31, 2012

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
December 17, 2012

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		12/13/2012

RECEIVED: Dec. 13, 2012

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

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5.LEASE DESIGNATION AND SERIAL NUMBER: FEE

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: THREE RIVERS 32-35-720

2. NAME OF OPERATOR: AXIA ENERGY LLC

9. API NUMBER: 43047527370000

3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER: 720 746-5200 Ext

9. FIELD and POOL or WILDCAT: WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0535 FSL 2180 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SESW Section: 32 Township: 07.0S Range: 20.0E Meridian: S

COUNTY: UINTAH

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 11/1/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	✓ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Axia Energy requests an extended stabilized production test time interval to March, 2013 to evaluate the economics of the completed intervals for economic viability and stabilized production.

REQUEST DENIED
Utah Division of Oil, Gas and Mining

Date: December 20, 2012

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE N/A		**DATE** 12/13/2012

RECEIVED: Dec. 13, 2012

The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Sundry Conditions of Approval Well Number 43047527370000

Insufficient information provided to approve request (see R649-3-20). Board hearing may be necessary.

RECEIVED: Dec. 20, 2012

CONFIDENTIAL

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

AMENDED REPORT ☐ (highlight changes) FORM 8

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. LEASE DESIGNATION AND SERIAL NUMBER: FEE
6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
7. UNIT or CA AGREEMENT NAME:
8. WELL NAME and NUMBER: THREE RIVERS 32-35-720
9. API NUMBER: 4304752737
10. FIELD AND POOL, OR WILDCAT: UNDESIGNATED
11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: SESW 32 07S 20E S
12. COUNTY: UINTAH
13. STATE: UTAH

1a. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ DRY ☐ OTHER

b. TYPE OF WORK: NEW WELL ☑ HORIZ. LATS. ☐ DEEP-EN ☐ RE-ENTRY ☐ DIFF. RESVR. ☐ OTHER

2. NAME OF OPERATOR: AXIA ENERGY, LLC

3. ADDRESS OF OPERATOR: 1430 Larimer St, Ste 400 CITY Denver STATE CO ZIP 80202
PHONE NUMBER: (720) 746-5209

4. LOCATION OF WELL (FOOTAGES)
AT SURFACE: 535' FSL & 2,180' FWL
AT TOP PRODUCING INTERVAL REPORTED BELOW: 582' FSL & 2,020' FWL SESW Sec 32-7S-20E
AT TOTAL DEPTH: 380 FSL 2316 FWL SESW Sec 32-7S-20E BHL by HSM DOGM

14. DATE SPUDDED: 8/28/2012
15. DATE T.D. REACHED: 9/23/2012
16. DATE COMPLETED: 10/30/2012 ABANDONED ☐ READY TO PRODUCE ☑
17. ELEVATIONS (DF, RKB, RT, GL): 4,790' GL / 4,807' KB

18. TOTAL DEPTH: MD 7,320 TVD 7,311
19. PLUG BACK T.D.: MD 7,226 TVD 7,217
20. IF MULTIPLE COMPLETIONS, HOW MANY? *
21. DEPTH BRIDGE PLUG SET: MD TVD

22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each)
CBL-GR, Mud Log, SD-DSN-ACTR

23.
WAS WELL CORED? NO ☑ YES ☐ (Submit analysis)
WAS DST RUN? NO ☑ YES ☐ (Submit report)
DIRECTIONAL SURVEY? NO ☐ YES ☑ (Submit copy)

24. CASING AND LINER RECORD (Report all strings set in well)

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
24	16		0	100		G 124	25	0 CIR	
12-1/4	8-5/8 J-55	24	0	1,100		G 675	138	0 CIR	
7-3/4	5-1/2 J-55	17	0	7,292		G 412	170	2950 CBL	

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2-7/8	6,906							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)
(A) Green River	3,001	6,904	2,992	6,895
(B)				
(C)				
(D)				

27. PERFORATION RECORD

INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
5,138 6,892	.35	198	Open ☑ Squeezed ☐
			Open ☐ Squeezed ☐
			Open ☐ Squeezed ☐
			Open ☐ Squeezed ☐

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
5,138 - 6,892	Green River Hybrid Frac - 26,238 bbls slurry, 1,035,540 gal fluid and 629,100# 20/40 Premium White

29. ENCLOSED ATTACHMENTS:

☑ ELECTRICAL/MECHANICAL LOGS ☐ GEOLOGIC REPORT ☐ DST REPORT ☑ DIRECTIONAL SURVEY
☐ SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION ☐ CORE ANALYSIS ☐ OTHER:

30. WELL STATUS: Prod

(5/2000)

(CONTINUED ON BACK)

JAN 25 2013

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED:	TEST DATE:	HOURS TESTED:	TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
10/30/2012	11/26/2012	24		215	50	48	Pumping

CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:
48	35	35	31.60	1,278	233		215	50	48	Open

INTERVAL B (As shown in item #26)

DATE FIRST PRODUCED:	TEST DATE:	HOURS TESTED:	TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:

CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

INTERVAL C (As shown in item #26)

DATE FIRST PRODUCED:	TEST DATE:	HOURS TESTED:	TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:

CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

INTERVAL D (As shown in item #26)

DATE FIRST PRODUCED:	TEST DATE:	HOURS TESTED:	TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:

CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)

Flared

33. SUMMARY OF POROUS ZONES (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.

34. FORMATION (Log) MARKERS:

Name	Top (Measured Depth)
Green River	3,001
Garden Gulch	4,963
Uteland Butte	6,698
Wasatch	6,904

35. ADDITIONAL REMARKS (Include plugging procedure)

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records.

NAME (PLEASE PRINT) Cindy Turner TITLE Project Manager

SIGNATURE Cindy Turner DATE 1/21/2013

This report must be submitted within 30 days of

- completing or plugging a new well
- drilling horizontal laterals from an existing well bore
- recompleting to a different producing formation
- reentering a previously plugged and abandoned well
- significantly deepening an existing well bore below the previous bottom-hole depth
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

** ITEM 24: Cement Top – Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

Send to: Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Phone: 801-538-5340

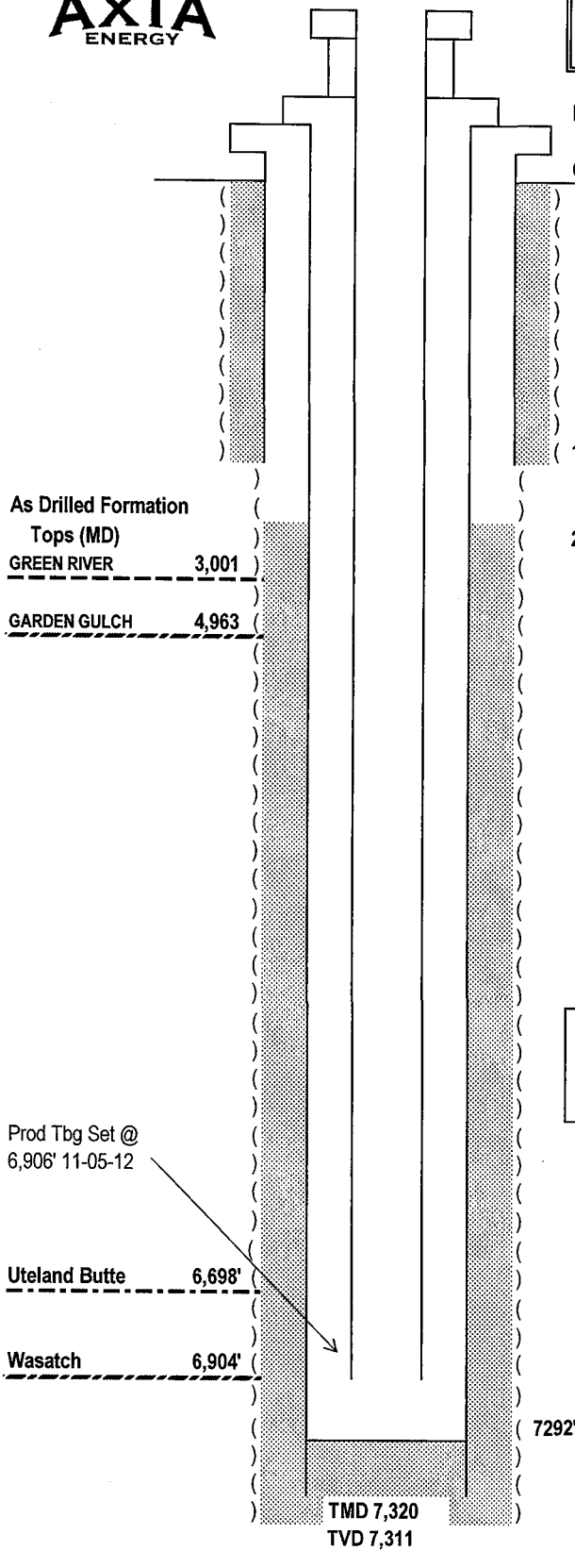
Fax: 801-359-3940

(5/2000)

WELLBORE DIAGRAM (after completion)

AXIA ENERGY

Company:	Axia Energy, LLC
Lease Name:	Three Rivers 32-35-720
Surface Location:	SESW Sec 32-T7S-R20E, 535' FSL & 2,180' FWL
Bottom Hole Location:	SESW Sec 32-T7S-R20E, 529' FSL & 2,022' FWL
County:	Uintah, UT
Date:	1/7/2013



DRILLED 22" HOLE TO 100' - SET 16" CONDUCTOR
Cemented with 124 sxs to surface 07-30-12

DRILLED 12-1/4" HOLE TO 1130'

1101' **SURF CSG - 8-5/8" 24# J-55 ST&C (26 jts) Set 09-07-12**
Cement: 675 sxs Class "G" to surface

2950' TOC

5,138	6,892	Green River	3 spf	198 Holes

Frac - Hybrid (slickwater/gel)
26,238 bbls slurry, 1,035,540 gal fluid & 629,100# 20/40 Premium White

DRILLED 7-3/4" HOLE TO ' 7,320' TMD

7292' **PROD CSG - 5 1/2" 17# J-55 LT&C (168 jts) Set @ 7,292' 09-24-12**
Cemented with 412 sxs Class "G"

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

AMENDED REPORT ☐ (highlight changes) FORM 8

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. LEASE DESIGNATION AND SERIAL NUMBER: FEE

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1a. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ DRY ☐ OTHER

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12. COUNTY: UINTAH

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☐ SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION ☐ CORE ANALYSIS ☐ OTHER:

30. WELL STATUS: Prod

(5/2000) (CONTINUED ON BACK)

JAN 25 2013

Precision Survey Report

Client	BIGHORN	**MWD Operator**	O.Sticca
Energy Company	AXIA ENERGY	**Rig Name**	Patterson 51
Well Name	Three Rivers 32-35-720	**Start Date**	9/15/2012
Location	Uintah County, UT	**End Date**	**9/21/2012**
API/AFE#		**Proposed Direction**	294.90

Survey Number	MD ft	INC º	AZM º	TVD ft	N-S ft	E-W ft	SECT ft	DLS º/100'
TIE IN	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1	1168.00	0.30	149.10	1167.99	-2.62	1.57	-2.53	0.03
2	1200.00	0.20	358.20	1199.99	-2.64	1.61	-2.57	1.51
3	1231.00	0.50	21.10	1230.99	-2.46	1.66	-2.54	1.05
4	1263.00	1.30	297.10	1262.99	-2.16	1.39	-2.17	4.20
5	1295.00	3.40	292.70	1294.96	-1.63	0.19	-0.86	6.58
6	1327.00	5.20	291.40	1326.87	-0.74	-2.04	1.54	5.63
7	1358.00	5.90	293.00	1357.73	0.40	-4.81	4.53	2.31
8	1390.00	5.80	292.90	1389.56	1.67	-7.82	7.79	0.31
9	1422.00	5.70	292.90	1421.40	2.92	-10.77	11.00	0.31
10	1454.00	5.90	295.10	1453.23	4.23	-13.72	14.23	0.93
11	1485.00	5.60	294.00	1484.08	5.52	-16.55	17.34	1.03
12	1549.00	4.90	298.60	1547.81	8.10	-21.80	23.19	1.28
13	1612.00	4.90	297.90	1610.58	10.65	-26.54	28.56	0.09
14	1676.00	4.60	299.40	1674.36	13.19	-31.19	33.85	0.51
15	1740.00	4.50	298.50	1738.16	15.65	-35.63	38.91	0.19
16	1803.00	4.50	291.30	1800.96	17.72	-40.11	43.84	0.90
17	1898.00	4.20	291.10	1895.69	20.33	-46.83	51.03	0.32
18	1995.00	4.50	293.80	1992.41	23.14	-53.62	58.38	0.37
19	2089.00	4.00	287.50	2086.15	25.62	-60.12	65.32	0.73
20	2184.00	3.50	276.60	2180.95	26.95	-66.16	71.36	0.91
21	2278.00	4.40	285.70	2274.73	28.25	-72.49	77.64	1.16
22	2374.00	4.10	285.20	2370.46	30.15	-79.34	84.66	0.31
23	2469.00	4.10	290.00	2465.22	32.20	-85.81	91.39	0.36

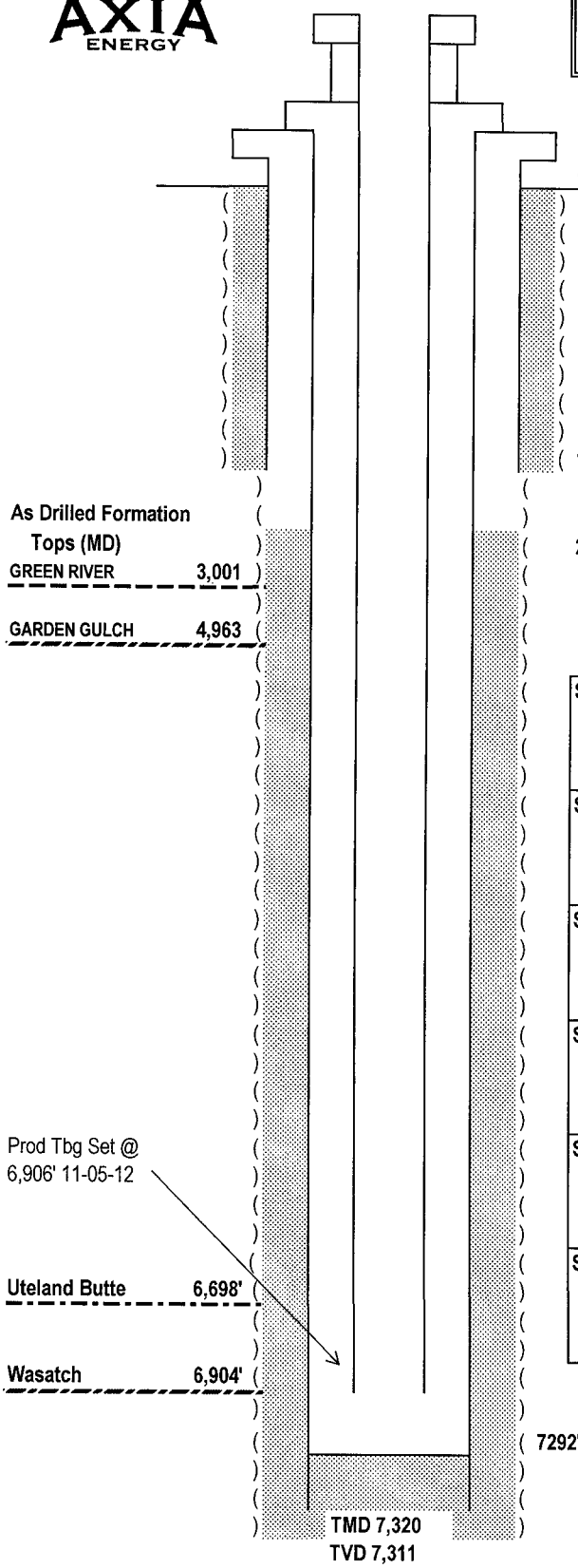
24	2566.00	4.00	288.30	2561.98	34.45	-92.28	98.21	0.16
25	2660.00	3.70	268.20	2655.77	35.38	-98.43	104.18	1.46
26	2756.00	2.90	290.80	2751.61	36.15	-103.79	109.37	1.58
27	2850.00	2.90	268.40	2845.50	36.93	-108.39	113.87	1.20
28	2945.00	2.90	273.20	2940.37	36.99	-113.19	118.25	0.26
29	3040.00	1.80	278.40	3035.29	37.35	-117.07	121.91	1.18
30	3137.00	2.00	274.40	3132.24	37.70	-120.27	124.96	0.25
31	3230.00	1.60	295.30	3225.19	38.38	-123.06	127.78	0.82
32	3325.00	2.80	295.00	3320.12	39.93	-126.36	131.42	1.26
33	3421.00	3.50	305.10	3415.98	42.60	-130.88	136.65	0.93
34	3516.00	3.30	316.80	3510.81	46.26	-135.13	142.04	0.76
35	3610.00	3.30	314.30	3604.66	50.12	-138.91	147.11	0.15
36	3706.00	3.20	302.30	3700.50	53.49	-143.16	152.37	0.71
37	3801.00	1.90	325.30	3795.41	56.20	-146.29	156.36	1.72
38	3896.00	0.60	59.00	3890.39	57.75	-146.77	157.44	2.14
39	3991.00	0.60	154.90	3985.39	57.55	-146.13	156.78	0.94
40	4086.00	0.80	185.20	4080.38	56.44	-145.98	156.17	0.44
41	4181.00	0.40	282.30	4175.38	55.85	-146.36	156.27	0.99
42	4275.00	0.60	226.50	4269.37	55.59	-147.04	156.77	0.53
43	4372.00	1.70	232.30	4366.35	54.36	-148.55	157.62	1.14
44	4466.00	2.80	222.70	4460.28	51.82	-151.21	158.97	1.23
45	4561.00	1.70	230.90	4555.20	49.22	-153.87	160.29	1.20
46	4656.00	0.90	265.90	4650.18	48.28	-155.71	161.56	1.15
47	4752.00	0.90	332.10	4746.17	48.89	-156.82	162.82	1.02
48	4847.00	0.60	287.30	4841.16	49.70	-157.64	163.91	0.67
49	4942.00	0.60	253.60	4936.16	49.71	-158.59	164.78	0.37
50	5039.00	1.10	208.30	5033.15	48.74	-159.52	165.21	0.83
51	5132.00	1.20	204.40	5126.13	47.07	-160.35	165.26	0.14
52	5226.00	1.10	233.10	5220.11	45.63	-161.47	165.68	0.62
53	5322.00	1.30	209.10	5316.09	44.13	-162.74	166.19	0.56
54	5417.00	1.50	207.00	5411.06	42.08	-163.83	166.32	0.22
55	5512.00	2.50	202.60	5506.00	39.06	-165.19	166.28	1.06
56	5607.00	1.20	189.00	5600.95	36.16	-166.14	165.92	1.43
57	5702.00	1.30	177.70	5695.93	34.10	-166.25	165.16	0.28
58	5798.00	1.40	166.00	5791.90	31.88	-165.93	163.92	0.30
59	5892.00	1.60	164.30	5885.87	29.50	-165.29	162.35	0.22
60	5987.00	1.90	168.30	5980.83	26.68	-164.62	160.55	0.34

61	6083.00	1.90	174.00	6076.77	23.54	-164.13	158.78	0.20
62	6179.00	2.10	173.30	6172.72	20.21	-163.75	157.04	0.21
63	6273.00	1.40	160.20	6266.67	17.42	-163.17	155.33	0.85
64	6369.00	1.50	163.40	6362.64	15.11	-162.41	153.67	0.13
65	6464.00	1.60	160.10	6457.61	12.67	-161.60	151.92	0.14
66	6559.00	1.90	170.60	6552.56	9.87	-160.89	150.09	0.46
67	6654.00	1.90	169.00	6647.51	6.77	-160.34	148.28	0.06
68	6747.00	2.00	169.00	6740.46	3.67	-159.73	146.43	0.11
69	6843.00	1.90	167.80	6836.40	0.47	-159.08	144.48	0.11
PTB	7056.00	1.90	167.80	7049.28	-6.44	-157.58	140.22	0.00

WELLBORE DIAGRAM (after completion)

AXIA ENERGY

Company:	Axia Energy, LLC
Lease Name:	Three Rivers 32-35-720
Surface Location:	SESW Sec 32-T7S-R20E, 535' FSL & 2,180' FWL
Bottom Hole Location:	SESW Sec 32-T7S-R20E, 529' FSL & 2,022' FWL
County:	Uintah, UT
Date:	1/7/2013



DRILLED 22" HOLE TO 100' - SET 16" CONDUCTOR
Cemented with 124 sxs to surface 07-30-12

DRILLED 12-1/4" HOLE TO 1130'
SURF CSG - 8-5/8" 24# J-55 ST&C (26 jts) Set 09-07-12
Cement: 675 sxs Class "G" to surface

STAGE 6	5138	5376	Green River	3 spf	21 Holes
	Frac - Hybrid (slickwater/gel)				
	2,352 bbls slurry, 98,613 gal fluid, & 66,900# 20/40 Premium White				
STAGE 5	5434	5726	Green River	3 spf	30 Holes
	Frac - Hybrid (slickwater/gel)				
	3,343 bbls slurry, 117,083 gal fluid, & 80,900# 20/40 Premium White				
STAGE 4	5878	6147	Green River	3 spf	39 Holes
	Frac - Hybrid (slickwater/gel)				
	4,354 bbls slurry, 172,065 gal fluid, & 99,500# 20/40 Premium White				
STAGE 3	6,184	6,373	Green River	3 spf	33 Holes
	Frac - Hybrid (slickwater/gel)				
	4,334 bbls slurry, 185,882 gal fluid & 152,300# 20/40 Premium White				
STAGE 2	6405	6559	Green River	3 spf	39 Holes
	Frac - Hybrid (slickwater/gel)				
	6,849 bbls slurry, 278,998 gal fluid & 80,800# 20/40 Premium White				
STAGE 1	6627	6892	Green River	3 spf	36 Holes
	Frac - Hybrid (slickwater/gel)				
	5,006 bbls slurry, 182,899 gal fluid & 148,700# 20/40 Premium White				

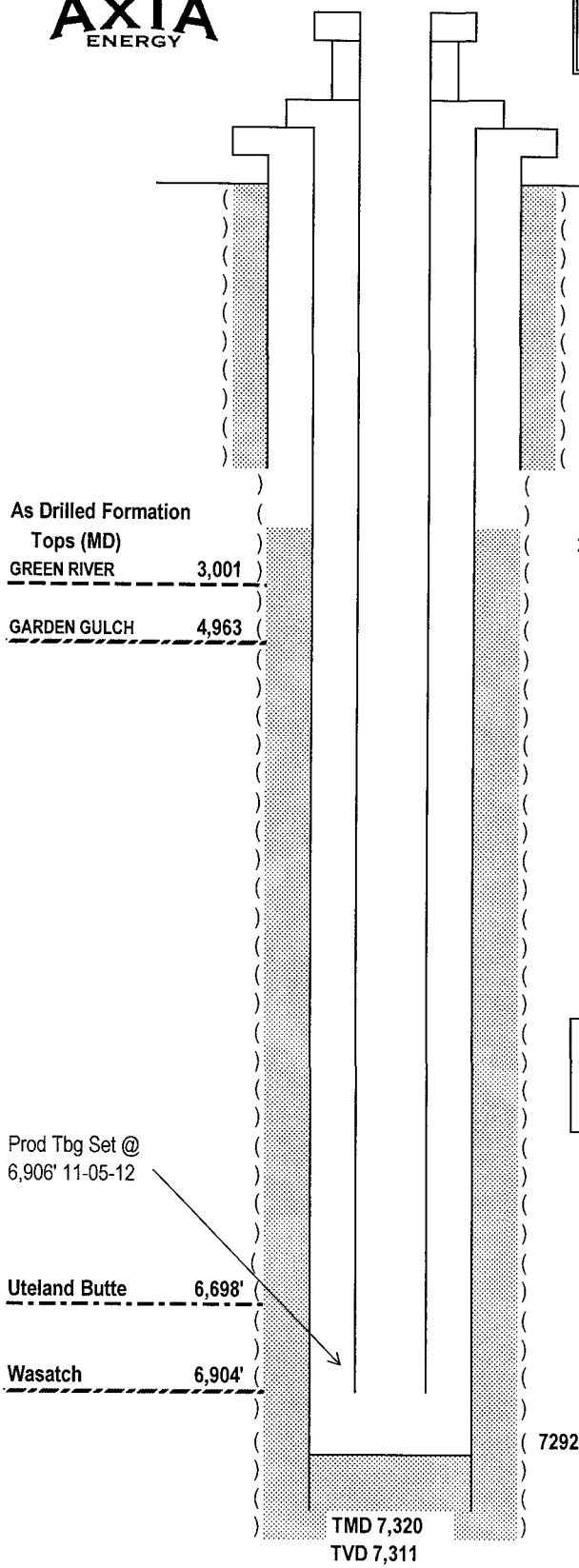
198

DRILLED 7-3/4" HOLE TO ' 7,320' TMD
PROD CSG - 5 1/2" 17# J-55 LT&C (168 jts) Set @ 7,292' 09-24-12
Cemented with 412 sxs Class "G"

WELLBORE DIAGRAM (after completion)

AXIA ENERGY

Company:	Axia Energy, LLC
Lease Name:	Three Rivers 32-35-720
Surface Location:	SESW Sec 32-T7S-R20E, 535' FSL & 2,180' FWL
Bottom Hole Location:	SESW Sec 32-T7S-R20E, 529' FSL & 2,022' FWL
County:	Uintah, UT
Date:	1/7/2013



DRILLED 22" HOLE TO 100' - SET 16" CONDUCTOR
Cemented with 124 sxs to surface 07-30-12

DRILLED 12-1/4" HOLE TO 1130'
SURF CSG - 8-5/8" 24# J-55 ST&C (26 jts) Set 09-07-12
Cement: 675 sxs Class "G" to surface

TOC

5,138	6,892	Green River	3 spf	198 Holes

Frac - Hybrid (slickwater/gel)
26,238 bbls slurry, 1,035,540 gal fluid & 629,100# 20/40 Premium White

DRILLED 7-3/4" HOLE TO ' 7,320' TMD
PROD CSG - 5 1/2" 17# J-55 LT&C (168 jts) Set @ 7,292' 09-24-12
Cemented with 412 sxs Class "G"

Precision Survey Report

Client	BIGHORN	**MWD Operator**	O.Sticca
Energy Company	AXIA ENERGY	**Rig Name**	Patterson 51
Well Name	Three Rivers 32-35-720	**Start Date**	9/15/2012
Location	Uintah County, UT	**End Date**	**9/21/2012**
API/AFE#		**Proposed Direction**	294.90

Survey Number	MD ft	INC º	AZM º	TVD ft	N-S ft	E-W ft	SECT ft	DLS º/100'
TIE IN	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
1	1168.00	0.30	149.10	1167.99	-2.62	1.57	-2.53	0.03
2	1200.00	0.20	358.20	1199.99	-2.64	1.61	-2.57	1.51
3	1231.00	0.50	21.10	1230.99	-2.46	1.66	-2.54	1.05
4	1263.00	1.30	297.10	1262.99	-2.16	1.39	-2.17	4.20
5	1295.00	3.40	292.70	1294.96	-1.63	0.19	-0.86	6.58
6	1327.00	5.20	291.40	1326.87	-0.74	-2.04	1.54	5.63
7	1358.00	5.90	293.00	1357.73	0.40	-4.81	4.53	2.31
8	1390.00	5.80	292.90	1389.56	1.67	-7.82	7.79	0.31
9	1422.00	5.70	292.90	1421.40	2.92	-10.77	11.00	0.31
10	1454.00	5.90	295.10	1453.23	4.23	-13.72	14.23	0.93
11	1485.00	5.60	294.00	1484.08	5.52	-16.55	17.34	1.03
12	1549.00	4.90	298.60	1547.81	8.10	-21.80	23.19	1.28
13	1612.00	4.90	297.90	1610.58	10.65	-26.54	28.56	0.09
14	1676.00	4.60	299.40	1674.36	13.19	-31.19	33.85	0.51
15	1740.00	4.50	298.50	1738.16	15.65	-35.63	38.91	0.19
16	1803.00	4.50	291.30	1800.96	17.72	-40.11	43.84	0.90
17	1898.00	4.20	291.10	1895.69	20.33	-46.83	51.03	0.32
18	1995.00	4.50	293.80	1992.41	23.14	-53.62	58.38	0.37
19	2089.00	4.00	287.50	2086.15	25.62	-60.12	65.32	0.73
20	2184.00	3.50	276.60	2180.95	26.95	-66.16	71.36	0.91
21	2278.00	4.40	285.70	2274.73	28.25	-72.49	77.64	1.16
22	2374.00	4.10	285.20	2370.46	30.15	-79.34	84.66	0.31
23	2469.00	4.10	290.00	2465.22	32.20	-85.81	91.39	0.36

24	2566.00	4.00	288.30	2561.98	34.45	-92.28	98.21	0.16
25	2660.00	3.70	268.20	2655.77	35.38	-98.43	104.18	1.46
26	2756.00	2.90	290.80	2751.61	36.15	-103.79	109.37	1.58
27	2850.00	2.90	268.40	2845.50	36.93	-108.39	113.87	1.20
28	2945.00	2.90	273.20	2940.37	36.99	-113.19	118.25	0.26
29	3040.00	1.80	278.40	3035.29	37.35	-117.07	121.91	1.18
30	3137.00	2.00	274.40	3132.24	37.70	-120.27	124.96	0.25
31	3230.00	1.60	295.30	3225.19	38.38	-123.06	127.78	0.82
32	3325.00	2.80	295.00	3320.12	39.93	-126.36	131.42	1.26
33	3421.00	3.50	305.10	3415.98	42.60	-130.88	136.65	0.93
34	3516.00	3.30	316.80	3510.81	46.26	-135.13	142.04	0.76
35	3610.00	3.30	314.30	3604.66	50.12	-138.91	147.11	0.15
36	3706.00	3.20	302.30	3700.50	53.49	-143.16	152.37	0.71
37	3801.00	1.90	325.30	3795.41	56.20	-146.29	156.36	1.72
38	3896.00	0.60	59.00	3890.39	57.75	-146.77	157.44	2.14
39	3991.00	0.60	154.90	3985.39	57.55	-146.13	156.78	0.94
40	4086.00	0.80	185.20	4080.38	56.44	-145.98	156.17	0.44
41	4181.00	0.40	282.30	4175.38	55.85	-146.36	156.27	0.99
42	4275.00	0.60	226.50	4269.37	55.59	-147.04	156.77	0.53
43	4372.00	1.70	232.30	4366.35	54.36	-148.55	157.62	1.14
44	4466.00	2.80	222.70	4460.28	51.82	-151.21	158.97	1.23
45	4561.00	1.70	230.90	4555.20	49.22	-153.87	160.29	1.20
46	4656.00	0.90	265.90	4650.18	48.28	-155.71	161.56	1.15
47	4752.00	0.90	332.10	4746.17	48.89	-156.82	162.82	1.02
48	4847.00	0.60	287.30	4841.16	49.70	-157.64	163.91	0.67
49	4942.00	0.60	253.60	4936.16	49.71	-158.59	164.78	0.37
50	5039.00	1.10	208.30	5033.15	48.74	-159.52	165.21	0.83
51	5132.00	1.20	204.40	5126.13	47.07	-160.35	165.26	0.14
52	5226.00	1.10	233.10	5220.11	45.63	-161.47	165.68	0.62
53	5322.00	1.30	209.10	5316.09	44.13	-162.74	166.19	0.56
54	5417.00	1.50	207.00	5411.06	42.08	-163.83	166.32	0.22
55	5512.00	2.50	202.60	5506.00	39.06	-165.19	166.28	1.06
56	5607.00	1.20	189.00	5600.95	36.16	-166.14	165.92	1.43
57	5702.00	1.30	177.70	5695.93	34.10	-166.25	165.16	0.28
58	5798.00	1.40	166.00	5791.90	31.88	-165.93	163.92	0.30
59	5892.00	1.60	164.30	5885.87	29.50	-165.29	162.35	0.22
60	5987.00	1.90	168.30	5980.83	26.68	-164.62	160.55	0.34

61	6083.00	1.90	174.00	6076.77	23.54	-164.13	158.78	0.20
62	6179.00	2.10	173.30	6172.72	20.21	-163.75	157.04	0.21
63	6273.00	1.40	160.20	6266.67	17.42	-163.17	155.33	0.85
64	6369.00	1.50	163.40	6362.64	15.11	-162.41	153.67	0.13
65	6464.00	1.60	160.10	6457.61	12.67	-161.60	151.92	0.14
66	6559.00	1.90	170.60	6552.56	9.87	-160.89	150.09	0.46
67	6654.00	1.90	169.00	6647.51	6.77	-160.34	148.28	0.06
68	6747.00	2.00	169.00	6740.46	3.67	-159.73	146.43	0.11
69	6843.00	1.90	167.80	6836.40	0.47	-159.08	144.48	0.11
PTB	7056.00	1.90	167.80	7049.28	-6.44	-157.58	140.22	0.00

Precision Survey Report

Client	BIGHORN	**MWD Operator**	O.Sticca
Energy Company	AXIA ENERGY	**Rig Name**	Patterson 51
Well Name	Three Rivers 32-35-720	**Start Date**	9/15/2012
Location	Uintah County, UT	**End Date**	**9/21/2012**
API/AFE#		**Proposed Direction**	294.90

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1	1168.00	0.30	149.10	1167.99	-2.62	1.57	-2.53	0.03
2	1200.00	0.20	358.20	1199.99	-2.64	1.61	-2.57	1.51
3	1231.00	0.50	21.10	1230.99	-2.46	1.66	-2.54	1.05
4	1263.00	1.30	297.10	1262.99	-2.16	1.39	-2.17	4.20
5	1295.00	3.40	292.70	1294.96	-1.63	0.19	-0.86	6.58
6	1327.00	5.20	291.40	1326.87	-0.74	-2.04	1.54	5.63
7	1358.00	5.90	293.00	1357.73	0.40	-4.81	4.53	2.31
8	1390.00	5.80	292.90	1389.56	1.67	-7.82	7.79	0.31
9	1422.00	5.70	292.90	1421.40	2.92	-10.77	11.00	0.31
10	1454.00	5.90	295.10	1453.23	4.23	-13.72	14.23	0.93
11	1485.00	5.60	294.00	1484.08	5.52	-16.55	17.34	1.03
12	1549.00	4.90	298.60	1547.81	8.10	-21.80	23.19	1.28
13	1612.00	4.90	297.90	1610.58	10.65	-26.54	28.56	0.09
14	1676.00	4.60	299.40	1674.36	13.19	-31.19	33.85	0.51
15	1740.00	4.50	298.50	1738.16	15.65	-35.63	38.91	0.19
16	1803.00	4.50	291.30	1800.96	17.72	-40.11	43.84	0.90
17	1898.00	4.20	291.10	1895.69	20.33	-46.83	51.03	0.32
18	1995.00	4.50	293.80	1992.41	23.14	-53.62	58.38	0.37
19	2089.00	4.00	287.50	2086.15	25.62	-60.12	65.32	0.73
20	2184.00	3.50	276.60	2180.95	26.95	-66.16	71.36	0.91
21	2278.00	4.40	285.70	2274.73	28.25	-72.49	77.64	1.16
22	2374.00	4.10	285.20	2370.46	30.15	-79.34	84.66	0.31
23	2469.00	4.10	290.00	2465.22	32.20	-85.81	91.39	0.36

24	2566.00	4.00	288.30	2561.98	34.45	-92.28	98.21	0.16
25	2660.00	3.70	268.20	2655.77	35.38	-98.43	104.18	1.46
26	2756.00	2.90	290.80	2751.61	36.15	-103.79	109.37	1.58
27	2850.00	2.90	268.40	2845.50	36.93	-108.39	113.87	1.20
28	2945.00	2.90	273.20	2940.37	36.99	-113.19	118.25	0.26
29	3040.00	1.80	278.40	3035.29	37.35	-117.07	121.91	1.18
30	3137.00	2.00	274.40	3132.24	37.70	-120.27	124.96	0.25
31	3230.00	1.60	295.30	3225.19	38.38	-123.06	127.78	0.82
32	3325.00	2.80	295.00	3320.12	39.93	-126.36	131.42	1.26
33	3421.00	3.50	305.10	3415.98	42.60	-130.88	136.65	0.93
34	3516.00	3.30	316.80	3510.81	46.26	-135.13	142.04	0.76
35	3610.00	3.30	314.30	3604.66	50.12	-138.91	147.11	0.15
36	3706.00	3.20	302.30	3700.50	53.49	-143.16	152.37	0.71
37	3801.00	1.90	325.30	3795.41	56.20	-146.29	156.36	1.72
38	3896.00	0.60	59.00	3890.39	57.75	-146.77	157.44	2.14
39	3991.00	0.60	154.90	3985.39	57.55	-146.13	156.78	0.94
40	4086.00	0.80	185.20	4080.38	56.44	-145.98	156.17	0.44
41	4181.00	0.40	282.30	4175.38	55.85	-146.36	156.27	0.99
42	4275.00	0.60	226.50	4269.37	55.59	-147.04	156.77	0.53
43	4372.00	1.70	232.30	4366.35	54.36	-148.55	157.62	1.14
44	4466.00	2.80	222.70	4460.28	51.82	-151.21	158.97	1.23
45	4561.00	1.70	230.90	4555.20	49.22	-153.87	160.29	1.20
46	4656.00	0.90	265.90	4650.18	48.28	-155.71	161.56	1.15
47	4752.00	0.90	332.10	4746.17	48.89	-156.82	162.82	1.02
48	4847.00	0.60	287.30	4841.16	49.70	-157.64	163.91	0.67
49	4942.00	0.60	253.60	4936.16	49.71	-158.59	164.78	0.37
50	5039.00	1.10	208.30	5033.15	48.74	-159.52	165.21	0.83
51	5132.00	1.20	204.40	5126.13	47.07	-160.35	165.26	0.14
52	5226.00	1.10	233.10	5220.11	45.63	-161.47	165.68	0.62
53	5322.00	1.30	209.10	5316.09	44.13	-162.74	166.19	0.56
54	5417.00	1.50	207.00	5411.06	42.08	-163.83	166.32	0.22
55	5512.00	2.50	202.60	5506.00	39.06	-165.19	166.28	1.06
56	5607.00	1.20	189.00	5600.95	36.16	-166.14	165.92	1.43
57	5702.00	1.30	177.70	5695.93	34.10	-166.25	165.16	0.28
58	5798.00	1.40	166.00	5791.90	31.88	-165.93	163.92	0.30
59	5892.00	1.60	164.30	5885.87	29.50	-165.29	162.35	0.22
60	5987.00	1.90	168.30	5980.83	26.68	-164.62	160.55	0.34

61	6083.00	1.90	174.00	6076.77	23.54	-164.13	158.78	0.20
62	6179.00	2.10	173.30	6172.72	20.21	-163.75	157.04	0.21
63	6273.00	1.40	160.20	6266.67	17.42	-163.17	155.33	0.85
64	6369.00	1.50	163.40	6362.64	15.11	-162.41	153.67	0.13
65	6464.00	1.60	160.10	6457.61	12.67	-161.60	151.92	0.14
66	6559.00	1.90	170.60	6552.56	9.87	-160.89	150.09	0.46
67	6654.00	1.90	169.00	6647.51	6.77	-160.34	148.28	0.06
68	6747.00	2.00	169.00	6740.46	3.67	-159.73	146.43	0.11
69	6843.00	1.90	167.80	6836.40	0.47	-159.08	144.48	0.11
PTB	7056.00	1.90	167.80	7049.28	-6.44	-157.58	140.22	0.00

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER:
FEE

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 32-35-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047527370000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
THREE RIVERS

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0535 FSL 2180 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: SESW Section: 32 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 10/1/2013	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ SPUD REPORT Date of Spud:	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	✓ OTHER	OTHER: Central Tank Facility

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

NEW CENTRAL TANK FACILITY: Three Rivers CTB 32-7-20-01 See Attached for Proposal and Allocation Diagram

Approved by the Utah Division of Oil, Gas and Mining

Date: October 08, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		9/11/2013

RECEIVED: Sep. 11, 2013

AXIA THREE RIVERS CENTRAL TANK FACILITY

Axia Energy, LLC submits the following documentation as follow-up to verbal and email approval to commingle certain wells with common interests per attached diagram.

Allocation Proposal:
Each well that comes on will be set-up and plumbed individually with (2) 500 bbl oil tanks and (1) 500 bbl water tank for each producing well.

When production on a well basis exceeds current individual well storage, production would be gauged and an internal run ticket would be generated. The oil would then be shipped to the centralized tank facilities per attached allocation diagram.

Oil Sales from Centralized Storage Facility would be allocated back to the applicable well on a first in-first out basis and quantity would be based on the run ticket generated when the oil is sold to oil purchaser.

Proposed centralized storage facilities are set up by State or Federal lease number, or in the case of Fee wells, by common interest.

Reporting Requirements:

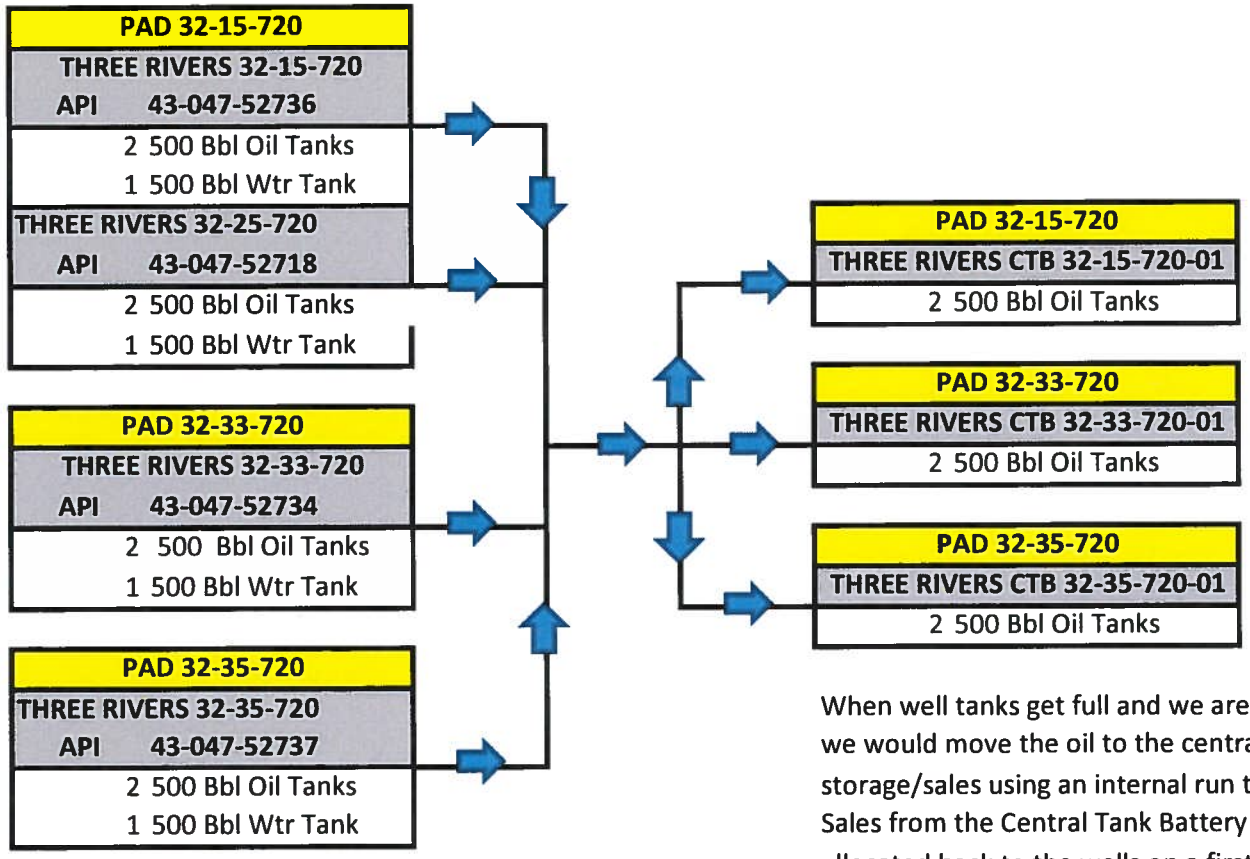
- When oil is transferred to the central tank battery from a well location, the volume will appear on Form 11 (Monthly Disposition Report) as transported volume for the applicable entity location.
- A Form 12 (Transfer of Oil) for the volume going to the CTB will be prepared with any applicable internal run tickets attached.

EFFECTIVE DATE: October 1, 2013

FACILITY: THREE RIVERS CTB 32-7-20-01

DESC: THREE RIVERS WELLS IN SECTION 32 OF TWNSHP 7S-RNG 20E THAT CAN FLOW TO CENTRAL TANK BATTERY BASED ON COMMON INTEREST/LEASE NO

LEASE: FEE PRIVATE



When well tanks get full and we are unable to sell, we would move the oil to the central facility for storage/sales using an internal run ticket. Sales from the Central Tank Battery would be allocated back to the wells on a first in - first out basis.